

Articles of Association of VERENIGING TAPA EMEA

Art. 1.

Name and residence

- 1.1 The name of the Association is: Transported Asset Protection Association Europe Middle East and Africa, from here onwards **TAPA EMEA**.
- 1.2 The place of residence is Proostwetering 18A, 3543 AE Utrecht, The Netherlands.

Art. 2.

AIMS

- 2.1 The Association has set as its aim, that its members will direct their attention to any form of crime related to the products of its members in the distribution channel. The distribution channel is defined as being the part of the Supply Chain in which third party service providers (i.e. carriers and forwarders) control the products of the members, as well as within the control of the members themselves and/or the storage of products.
- 2.2 The Association shall strive to obtain this aim by means of advising and by creating minimum certifiable safety and security standards for third party transport and logistic service providers; by instigating and maintaining relations with national and international contacts in governmental bodies, e.g. law enforcement; by providing and seeking public and private cooperation, media attention for the issue of crime in the industry. On occasion and on request to fund studies approved by the Board to be executed by employees of members and by exchange of information and experiences in order to increase the level of security in the industry; and any other means deemed applicable.
- 2.3 The Association does not intend to generate profit in any way and the funds that are received will only be used for achieving the goals as set by the Association.
- 2.4 The Association was originally founded August 7th, 2000 in the Netherlands and was entered into for an indefinite period.

Art. 3.

Membership

- 3.1 The Board shall have the power at any time to create new categories of membership of the Association, or amend, or remove existing categories of membership provided that such a decision must be approved by at least two-thirds of the entire Board.

- 3.2 The following categories of membership of the Association shall exist:
- 3.2.1 (Full) Members – all paying member companies, namely manufacturers and suppliers of consumer goods and their partners, namely companies that supply logistic, distribution services or are involved in the transportation or insurance of the manufacturers’ products, as judged by the Board. Members will have voting rights in accordance with 3.3.
 - 3.2.2 Affiliate Members – those individuals representing an interest in the aims of the Association, such as law enforcement. Affiliate members will be non-voting members and exempt from fees.
 - 3.2.3 Associate Members – those individuals representing an interest of a company who share the same aims of the Association but are not eligible for Full membership, including but not exhaustive, Parking Place Operators. Associate members will be non-voting members.
 - 3.2.4 Honorary members – those individuals who are appointed by the general meeting on the recommendation of the Board, for services to the Association or the aims of the Association. Honorary members will be non-voting members and exempt from fees.
 - 3.2.5 SSP (Security Solutions Provider) Members – those individuals representing a company that shares the interests and aims of the Association, who offers security solutions to assist the Full members in protecting their assets whilst being stored, transported or at rest during its transportation, including but not limited, whilst parked. This category will be restricted to 20% of the total membership and shall be reviewed annually. SSP members will be non-voting members.
 - 3.2.6 Consultant Members – those individuals conducting Consultant services specialising in supply chain resilience & security, and which make this speciality their core business objective. Consultant members will be non-voting members.
- 3.3 The application to become a member should be submitted in writing to the Board who shall decide on admittance. In a case where the application is denied the general meeting may decide otherwise and still grant admittance. There will be a maximum of three individuals per body admitted as members and these shall represent legal entities that are active in the industry as judged by the Board and the general meeting. They must be willing to support the aims of the Association and to actively participate in the Association.

- 3.4 The application to become an affiliate member should be submitted in writing to the Board who shall decide on admittance. In a case where the application is denied the general meeting may decide otherwise and still grant admittance. Admitted as affiliate members will be individuals as judged by the Board and the general meeting as willing to support the aims of the Association and to actively participate in the Association.
- 3.5 The application to become an associate member should be submitted in writing to the Board who shall decide on admittance. In a case where the application is denied the general meeting may decide otherwise and still grant admittance. There will be a maximum of two individuals per body admitted as members and these shall represent legal entities that are active in the industry as judged by the Board and the general meeting. They must be willing to support the aims of the Association and to actively participate in the Association.
- 3.6 Honorary members are those who have been appointed by the general meeting as proposed by the Board on grounds of extraordinary merits in relation to the Association or in relation to its aims.
- 3.7 The application to become a SSP member should be submitted in writing to the Board who shall decide on admittance. In a case where the application is denied the general meeting may decide otherwise and still grant admittance. There will be a maximum of two individuals per body admitted as members and these shall represent legal entities that are active in the industry as judged by the Board and the general meeting. They must be willing to support the aims of the Association and to actively participate in the Association.
- 3.8 The treasurer will hold the registry of members.
- 3.9 The Affiliate and Honorary membership is personal and may not be transferred nor may it be inherited.

Art. 4.
Suspension

The Board may suspend a member if a representative of the member repeatedly acts against the interest of the Association, has not contributed the membership fee after repeated summoning or by their actions bring the Association into disrepute. During the period of suspension, the member is not allowed to exercise any membership rights.

Art. 5.
End of membership

- 5.1 The membership ends:
 - 5.1.1 In case the affiliate or honorary member has deceased. The membership of a legal entity ends when the legal entity ceases their existence or in case the Board of the Association discontinues membership after the legal entity has come to a decision to end its existence.
 - 5.1.2 In case the member resigns.
 - 5.1.3 In case the association terminates a membership.
 - 5.1.4 By disqualification.
- 5.2 Resignation by a member is only allowed at the end of a calendar year. Resignation should be done in writing, addressed to the treasurer, before the first of December. The treasurer is obliged to confirm the resignation to the member in writing within eight days. In case a resignation has been submitted too late, the membership will automatically continue for another year, unless the Board decides otherwise or in case further membership is not deemed appropriate.
- 5.3 The Board, acting on behalf of the Association, may terminate membership by the end of a calendar year taking into account a three week notice in case a member, after having been summoned in writing repeatedly for not having contributed the membership fee or for not adhering to any of the articles of the Association that were set at any time. Termination by the Board may imply an immediate end to the membership in case it is deemed inappropriate to continue membership. Termination of membership will always be in writing, stating the reasons for termination.
- 5.4 Termination of membership can only be the case when a member acts or has acted against the articles, rulings or decisions of the Association or in case the member has acted inappropriately or has disadvantaged the Association in a unreasonable manner or in case the goals and purposes of the member are incompatible to the aims and purposes of the Association.
- 5.5 The Board will immediately inform the member of the decision of termination and the reasons thereof. The member may make an appeal within one month after the decision has been communicated at the general meeting. During this term the member will remain suspended. The decision for deprivation will be taken in case a majority of two thirds of the voting members has been reached.

- 5.6 In case membership ends during the year, regardless the cause of termination, the duty of payment of the full membership fee remains, unless decided on otherwise by the Board.
- 5.7 Termination by the member does not relieve him of his obligation to pay an increased fee that was set by the Board, without prejudice to what is stated in 5.2.

Art. 6. Moneys

- 6.1 The moneys of the Association will consist of the contributed fees by members' donations, sponsoring, subsidies, inherited funds and donations and any other coincidental benefits.
- 6.2 Each member will pay a yearly fee to the amount that has been set by the Board in the general meeting, taking into account the Board may alter the membership fee as stated in 8.3.

Art. 7. The Board

7.1 The Board will consist of at least six members. The Board will consist of non-executive Board directors, executive Board directors and non-executive invitees. The Board will hold at least 4 non-executive directors; at minimum the positions of chair; vice-chair and treasurer should be fulfilled. Preferably 50% of non-executive positions will be of manufacturer membership. In case the number of non-executive directors has decreased below four persons, the Board will still be competent if at least three non-executive Board directors are in post.

7.1.a In the event of absence or inability to act of all Board members, a general meeting will be called as per 10.1.3 to appoint the vacancies for the Board.

Absence or inability to act may imply suspension, illness or unreachability, whereby in case of illness or unreachability the term without contact between Board and the association exceeds fifteen days.

7.2 The non-executive Board directors, will assign at least 2 executive Board directors. The non-executive Board directors will be appointed for a term of maximum three years and may be re-appointed forthwith twice.

7.3 Only Full members of the Association based in the EMEA Region can stand for election to serve as a non-executive Board director. The non-executive Board directors are appointed by the majority vote of the members and will serve for three years (the term) and for a maximum of 3 terms. Before the end of the third year, candidates for forthcoming elections must be proposed by at least two (Full) members.

7.4 All Board directors have equal voting rights, except if the voting is around a topic where conflict of interest is at stake as mentioned in article 7.8. Board directors will not

take part in discussion nor in decision making in case of direct or indirect interest, contradictory to the interest and goals of the association. If as a result no Board decision can be made, the decision will be taken by the supervisory board. In the case no such supervisory board exists, the decision will be taken by the general meeting.

7.5 The Board directors will then invite up to 3 advisors to join the Board for the term with a maximum of 3 years, at the discretion of the Board directors.

7.6 At the first meeting of the Board, following the general meeting, the Board will elect from its number of non-executive directors the following: the chair, the vice chair and the treasurer and other key leads as the Board deem necessary to fulfil the aims of the Association.

7.7 The chair will stay in post until the first meeting of the Board following the next general meeting in order for them to preside over the general meeting and ensure continuity if the position of chair is to be handed to another member of the Board.

7.8 The Board will have the right to co-opt any person to the Board who it feels has the skills to assist the Board in the performance of its duties. Co-opted members of the Board shall be co-opted for the period deemed necessary by the Board and shall have no voting rights in Board decisions.

7.9 The Board or the general meeting may suspend or terminate the position of a director if deemed appropriate. The decision to terminate the position of a director must be supported by two/third of votes.

7.10 Directors may resign from the Board at any time, giving a three months period of notice in writing. For executive board members their normal contractual notice period applies.

7.11 The Board will need approval by the general meeting for entering agreements for loans and for renting or letting of commodities. The omission of approval cannot be invoked by the Association nor the third party.

Art. 8. The Board - Roles and Responsibilities

8.1 The non-executive Board directors has the duty to appoint the Chief Executive Officer (CEO) and Chief Financial & Compliance Officer (CFO) setting and reviewing the terms and conditions of the role as and when required.

8.2 Following that, the non-executive Board directors will draw up, with the assistance of the executive Board directors, the strategic plan, annual budget and KPIs.

8.3 The Board will meet at least quarterly to review the progress and execution of the strategic plan, budget and KPIs, allocating adequate time prior to any meeting by reading the reports provided by the executive directors. During this meeting the Board will discuss and approve, where applicable, any outstanding membership applications, namely those who do not automatically fit the prescribed criteria.

8.4 The Board shall have the power at any time to create new categories of membership of the Association, or amend, or remove existing categories of

membership provided that such a decision must be approved by a least two-thirds of the entire Board. (See art 3.1) and set all membership fees (see art 6.2)

- 8.5 The Board will also oversee the work of any commercial arm created by the Association; a company wholly owned by the Association who engages in commercial activities on behalf of the Association.

Art. 9.

Financial year / association year term and annuals

- 9.1 The financial year of the Association year term will be the calendar year.
- 9.2 No later than six months after the end of a year a general meeting (the annual general meeting) will be held. The Board will present the annual report, a balance sheet and a financial report to support the expenditure and receipts over the past year.
- 9.3 If deemed necessary by the general meeting, it will appoint no less than thirty days before the general meeting, a commission of two members of the Association to investigate the accounts and the financial report of the past year. The commission will report in the general meeting. In case the investigation requires specific administrative knowledge, the commission may consult an expert on expenses of the Association. The Board is obliged to fully cooperate and inform the commission, if necessary show all relevant documents. In case no approval is granted, the general meeting will appoint a new commission of at least three members for a new investigation. This commission will hold the same authorizations as the previous commission. Within one month after the appointment, it will report to the general meeting. In case again no approval is granted, the general meeting will decide on measures to be taken in the best interest of the Association.
- 9.4 Approval by the general meeting of the accounts and the financial report of the past year will relieve the Board from all responsibility except for what is not evident from the records.

Art. 10.

General meeting

10.1 Meetings

- 10.1.1 A general meeting will be called by the Board, with a notice of at least thirty days. The details of the meeting will be sent out via email to all members. The meeting must be held in the first half of the year and will be known as the

annual general meeting.

10.1.2 In addition to the annual general meeting, as described in Art. 9, the Board may hold additional general meetings, as frequently as deemed necessary, or at the bequest of the members, if two-thirds of the members make such a request in writing, and the subjects to be dealt with are mentioned in the written request.

10.1.3 After receiving a request as described in Art. 10.1.2, the Board is obliged to call a general meeting within four weeks from the receipt of such a request. If there is no reaction on this request within fourteen days, the requesting members may call upon a meeting in the same way as the Board calls the general meetings.

10.2 Decision making – Voting

10.2.1 Each voting member has one vote and only full members (being those individuals nominated by the member company in accordance (3.3) of the Association can vote at a general meeting or in any electronic vote deemed necessary by the Board including but not limited to the election of the representative to the Advisory Board

10.2.2 Decisions will be made and agreed by a simple majority vote.

10.2.3 Votes for election to the Board will be by a simple majority; in the case of a tie, a second vote will be held and in the case of yet another tie the chair of the Board will have a casting vote.

10.2.4 By voting, it is meant that votes should be valid, blank votes are not valid. Blank votes and non-valid votes are only used for assessing the number of votes.

10.2.5 The verdict of any votes will be shared with the members electronically and be binding. In case the verdict is challenged, a new vote will take place if the majority of the members requires so.

10.3 Managing of the meeting and minutes

10.3.1 The chair or his appointee will lead the meeting.

10.3.2 The chair, or a member appointed by the chair, will take minutes of the meeting. The minutes will be distributed amongst the members and if required noted on the agenda of the next meeting.

10.4 Notwithstanding the provisions of previously stated, in case of pre-announcement at the general meeting, a member may participate and vote during a general

meeting by electronic communication means. A prerequisite to this, being that the member can be identified; is informed directly of the discourses; can participate and vote by means of the electronic communication means. Further rules regarding participation and voting by these means can be set in the specific rules. If permitted by law, the general meeting may be held 'hybrid' (both digital and at location), provided this will be in accordance to this article.

Art. 11.
Changes to the Constitution

- 11.1 Changes to the constitution can only be applied after a decision of the general meeting. The intent to change the constitution must be announced at least thirty days in advance by email to the members.
- 11.2 The persons or legal entities that have requested a general meeting to decide on their proposed changes to the constitution must provide a copy of the proposal, which includes the proposed changes in writing to all members at least five days before the date of the general meeting or the proposed change is made electronically to the members
- 11.3 The constitution can only be changed as a result from a decision of the members. A simple majority of the votes cast will suffice to ensure the change can be made
- 11.4 The change to the constitution will not apply until after a notarial deed has been done.
- 11.5 The Board is obliged to provide an authentic/original copy of the change and the full text of the amended constitution to the Chamber of Commerce where the Association is registered.

Art. 12.

Dissolution and settlement

- 12.1 The Association will be dissolved as a result from a decision of the members, or in case of circumstances as by article 2:19 BW, Dutch Law,
- 12.2 If two-thirds of the members are not present or represented at the general meeting a written vote will be requested within five days from the conclusion of the general meeting. A term of fourteen days for submission of the vote request, will be given. A simple majority of the votes cast will suffice to ensure a decision on dissolution is made.
- 12.3 Regardless of the way the vote will take place (section 12.1 and 12.2), the members must be informed in the call for vote that the subject of vote concerns the proposal to dissolve the Association. The term of call for vote during a

- general meeting as described in section 1, must be at least thirty days.
- 12.4 If, in the decision to dissolve no receivers are appointed, the settlement will take place by the Board according to statutory legislation.
 - 12.5 An eventual credit balance will be utilized for purposes determined by the Board as long as these purposes are in conformance to the purpose of the Association. The receivers will thereto submit the credit balance.
 - 12.6 After dissolution the Association will continue to exist if and as far as required for settlement of its capital. During the settlement these articles will remain in force where possible. In documents and announcements sent/made on behalf of the association, the following will be added to the name TAPA EMEA: in liquidation.
 - 12.7 The books and documents of the Association must be retained by a legal entity or person appointed by the receivers, for a period of ten years after the settlement.

Art. 13.
Rules

- 13.1 The general meeting can lay down more specific rules with regard to membership, membership fees, activities of the Board, the meeting, the way the voting right is exercised, maintenance and utilization of the Association building and any other subject for which further specific rules are needed.
- 13.2 These rules can be changed as a result of a decision from the general meeting, proposed by the Board or proposed by at least one-third of the members of the Association. If the proposal is submitted by one-third of the members, the general meeting can only decide after having given the Board a reasonable term and opportunity to consider this change.
- 13.3 The rules may not contain provisions that deviate or conflict with the provisions of statutory legislation or any of the articles in this constitution, unless deviation from legislation or these articles is permitted

Art. 14.
Regional Working Groups

The CEO, under the direction of the Board, may from time to time create a regional working group based on a specific geographical need. A regional working group will be set up and run in accordance with the conditions as laid down by the agreed criteria and be overseen by the CEO or his appointed person and an appointed working group lead.

Art. 15.
Miscellaneous

All cases or circumstances or issues not governed by statutory legislation or these articles are decided by the Board.