



CONSTITUTION OF THE ASEAN FEDERATION OF FORWARDERS ASSOCIATIONS

ARTICLE I - NAME, ADDRESS & OBJECTIVES

- 1.1 NAME: The Federation shall be known as the ASEAN FEDERATION OF FORWARDERS ASSOCIATIONS, abbreviated as "AFFA".
- 1.2 ADDRESS: The registered office of AFFA shall be Perkantoran YOS SUDARSO MEGAH Blok A No. 8, Jl. Yos Sudarso No. 1, Tg. Priok, Jakarta 14320, Republic of Indonesia or any other place within the Association of Southeast Asian Nations (hereinafter known as "ASEAN") region as the General Council also decides, from time to time.
- 1.3 OBJECTIVES: The objectives of AFFA shall be as follows:
- a) to unify all freight forwarders in the ASEAN region through the national freight forwarders organisations concept;
 - b) to foster, promote, develop and maintain close co-operation between and among the freight forwarders in the ASEAN region;
 - c) to represent the members in their collective interests in relation to freight forwarding matters peculiar to the ASEAN region; and
 - d) to pursue all measures to improve the quality, standard and professionalism of freight forwarders in the ASEAN region.

ARTICLE II - MEMBERSHIPS

- 2.1 COMPOSITION: Membership of AFFA shall be open to National Freight Forwarders Associations (hereinafter referred to as 'NFFA'), duly registered in their respective country within ASEAN subject to the criteria as prescribed by AFFA.
- 2.2 REPRESENTATION: In the absence of a single NFFA, membership shall be extended to other duly registered National Association(s) recognised in accordance to the criteria as prescribed by the AFFA. Such Associations shall collaborate and cooperate with one another, to represent their country in unison. Where there is more than one (1) Association representing the ASEAN country, their names shall appear in the register of members of the AFFA.



- 2.3 ACCREDITED REPRESENTATIVE OF MEMBERS: Each AFFA member may nominate up to four (4) accredited representatives to represent their country and they must be pro-active in their respective NFFA. Up to four (4) alternate accredited representatives may also be nominated by each AFFA member to act in the absence of the accredited representative(s) at AFFA meetings. The names of such accredited representatives and of their alternates must be registered with AFFA and any change thereafter must be notified to AFFA in writing.
- 2.4 ADMISSION OF MEMBERS: Admission of new Members shall be decided by the General Council.
- 2.5 RIGHTS OF MEMBERS: Every member shall have the right to:
- a) nominate representatives to the General Council;
 - b) attend meetings of the General Council;
 - c) propose motions;
 - d) vote;
 - e) stand for elections; and,
 - f) take part in all activities of AFFA
- 2.6 DUTIES OF MEMBERS: Each member shall undertake to:
- a) attend meetings duly convened by AFFA;
 - b) pay membership fee and/or other dues as prescribed by the General Council of AFFA by the stipulated due date;
 - c) comply strictly with the Constitution of AFFA and/or any other rules that may be instituted by AFFA from time to time; and,
 - d) contribute to the best of its ability to further the objectives of AFFA.
- 2.7 COMMUNICATION: Communications with members is deemed to be proper as long as these are transmitted either by facsimile, email, normal post and/or courier to the last known address.
- 2.8 TERMINATION OF MEMBERSHIP: Membership may be terminated in any one of the following circumstances:
- a) voluntary resignation in writing;
 - b) dissolution of the NFFA;
 - c) failure to abide by any of the decisions of the General Council, or
 - d) having committed an act or acts in any way prejudicial to the interest of the AFFA or its fellow members;
- and in all cases, will be required to fulfil its outstanding financial obligations (such as subscription and other dues) to AFFA.



ARTICLE III - ORGANISATION

- 3.1 **GENERAL COUNCIL:** Only accredited representatives of AFFA members may be nominated for election to the General Council. The General Council shall comprise the following:
- a) Chairman;
 - b) Vice-Chairman;
 - c) Honorary Secretary;
 - d) Honorary Treasurer; and
 - e) Council Members from the rest of the membership.
- 3.2 **CHAIRMAN:** The Chairman shall:
- a) serve as Chief Executive Officer;
 - b) *preside over General Meetings*;
 - c) proposes the annual budget and any supplementary budgets;
 - d) call for or authorises the Council Members to call for meetings as and when it is necessary;
 - e) presents the annual financial reports and biennial reports of the activities of the Federation;
 - f) implements policies and decisions of the AFFA.
- In his absence, his duties shall be carried out by the Vice-Chairman or an Acting Chairman, in that order.
- 3.3 **VICE-CHAIRMAN:** The Vice-Chairman shall assist the Chairman in all his duties as may be determined by the General Council and the Chairman and to preside over meetings on behalf of the Chairman, in the absence of the latter.
- 3.4 **HONORARY SECRETARY:** The Honorary Secretary shall assist the Chairman in the administrative duties and to serve as rapporteur during meetings of the Federation.
- 3.5 **HONORARY TREASURER:** The Honorary Treasurer shall be responsible in managing the financial matters of the AFFA and to prepare annual reports for the Federation.
- 3.6 **COUNCIL MEMBERS:** The Council members shall be made up of the rest of the members and shall be assigned duties as the General Council may so decide, from time to time.
- 3.7 **GOVERNING AUTHORITY OF THE FEDERATION:** The governing authority of the Federation is vested in the General Council of the Federation.
- 3.8 **QUORUM:** At least half of the total membership must be present in order to constitute a quorum. In the event of there being no quorum, the meeting shall be adjourned for thirty (30)



minutes and thereafter, those present shall be considered a quorum for all purposes other than for the purpose of amending the Constitution.

- 3.9 VOTING: Only one vote will be allowed from each member country and, for the purpose of casting votes, the Head of Delegation of the member will be identified at the start of each meeting and all votes will be counted from his/her vote only.
- 3.10 SECRETARIAT: In the event that a full-time Secretariat become necessary, the appointed Executive Director of the Secretariat will report to the Honorary Secretary and in the latter's absence, the Chairman. The Secretariat Executive Director will be responsible for the proper maintenance of all AFFA records, performance of administrative duties and/or any other official duties that may be assigned to him by the Honorary Secretary from time to time.
- 3.11 AUTHORITY: The General Council shall have the authority to:
- a) approve or disapprove application for AFFA Membership and to suspend or terminate membership in accordance with Article 2.8 (c) & (d) of the Constitution of AFFA;
 - b) interpret any matters pertaining to the Constitution of AFFA;
 - c) *fix the date, time, venue and the agenda for General Meetings* which shall be convened at least once every calendar year. Election of office bearers will take place once in two years during a General Meeting;
 - d) propose and approve programmes for AFFA at General Meetings;
 - e) approve annual and special budgets of AFFA and to determine membership fees as well as to accept lawful donations and contributions on behalf of AFFA, and
 - f) take appropriate measures to achieve the objectives of AFFA.
- 3.12 NOTICE OF MEETINGS: No meeting shall take place unless a written notice is given thirty (30) days prior to the meeting date.

ARTICLE IV - FINANCE AND ACCOUNTS

- 4.1 ENTRANCE FEES: There shall be no entrance fees.
- 4.2 ANNUAL MEMBERSHIP FEE: The Annual Membership Fee payable by members shall be determined by the General Council at each Annual General Meeting and such membership fee so decided upon by the General Council, will be implemented on the 1st day of January following the Annual General Meeting during which the decision was made. New members, regardless of date of entry into AFFA will be required to pay the full prescribed membership fee.



- 4.3 FINANCIAL YEAR: The Financial year of AFFA shall be for a twelve-month period from 1st October to 30th September.
- 4.4 FINANCIAL OBLIGATIONS: Financing of projects in kinds which are relevant to AFFA and/or its members shall be discussed at General Meetings during which it may decide on the sources of funding.
- 4.5 LIABILITIES: The liabilities of AFFA shall be limited to its own assets. Members shall not incur any liabilities.

ARTICLE V - ARBITRATION

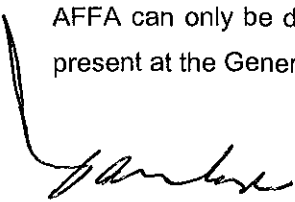
- 5.1 An arbitration committee may be set up by the AFFA to arbitrate disputes between members, between members of member associations as well as to resolve industry disputes in a member country when so called upon, in writing.
- 5.2 The arbitration committee shall be set up in accordance to the valid arbitration rules of the International Chambers of Commerce (ICC).


ARTICLE VI - CONSTITUTIONAL AMENDMENTS

- 6.1 AMENDMENTS: The Constitution may be amended at General Meetings of AFFA by a simple majority of the total memberships present in accordance with Article 3.8.
- 6.2 NOTICE FOR CONSTITUTIONAL AMENDMENTS: Notice for Constitutional Amendments must be deposited with the Honorary Secretary at least forty-five (45) days prior to such meeting date and must be disseminated by the Honorary Secretary at least thirty (30) days prior to such meeting date.
- 6.3 EFFECTIVE DATE: Any amendment to the Constitution shall be effective from the date of its resolution unless it is required by law in the country of AFFA's registration for it to be approved by its governing authority.

ARTICLE VII - DISSOLUTION

- 7.1 AFFA can only be dissolved by a vote from at least four-fifth ($\frac{4}{5}$) membership who must be present at the General Meeting.


Stanley Lim
Chairman


Nguyen Tham
Honorary Secretary