



**Agenda for the Special General Assembly on Friday, 8 September 2017
at 1430 hours at the Old Stock Exchange Building, Genoa, Italy**

1. Appointment of the President to chair the meeting of the Special General Assembly.
2. Appointment of the Secretary-General as Secretary and Scrutineer of the Special General Assembly.
3. Regularisations in relation to the legally required filing and publication requirements for IVZW CMI.
4. Ratification of the Constitution amendments of 2009 and 2014.
5. Regularisation and ratification of appointments and termination of directors and officers since the foundation of IVZW CMI.
6. Regularisation and ratification of the appointment of the current directors and officers of IVZW CMI.
7. To give a Power of Attorney and Special Mandate to Mr Jean Francois Peters, advocaat, whose office is at Jan Van Rijswijcklaan 232, 2020 Antwerpen to fulfil all legally required formalities to give effect to all the decisions and Constitutional amendments that will be decided by the Assembly and to sign all documents that are required thereto including filing and publication in the Moniteur Belge, the Legal Persons Register and the Crossroad Bank for Enterprises.

Comité Maritime International

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**Internationale Vereniging Zonder Winstoogmerk (IVZW)
(International Non-Profit Association)
Ernest Van Dijckkaai 8
2000 Antwerpen
Enterprise no. 0867.385.381**

MINUTES OF THE SPECIAL GENERAL ASSEMBLY HELD IN GENOA ON 8 SEPTEMBER 2017

The year two thousand and seventeen on 8 September a Special General Assembly was held at the Old Stock Exchange Building in Genoa, Italy.

The meeting opened at 1430 hours under the Chairmanship of Mr Stuart Hetherington, President of the COMITE MARITIME INTERNATIONAL, who was also appointed as President of the meeting by the Assembly.

The Assembly chose as Secretary and scrutineer Mr John Hare, Secretary-General of the COMITE MARITIME INTERNATIONAL.

- I. The Chairman informed the Assembly as follows:
 1. Regularisation is required in relation to the legally required filing and publication requirements for IVZW COMITE MARITIME INTERNATIONAL.
 2. Ratification is needed to be made of the Constitutional amendments of 2009 and 2014.
 3. Regularisation and ratification is needed to be made of appointments and termination of Directors and officers since the foundation of IVZW CCOMITE MARITIME INTERNATIONAL.
 4. Regularisation and ratification is needed to be made of the appointment of the current Directors and officers of IVZW COMITE MARITIME INTERNATIONAL.
 5. A Power of Attorney and Special Mandate is needed to be given to Mr Jean Francois Peters, advocaat, whose office is at Jan Van Rijswijcklaan 232, 2020 Antwerpen to fulfil all legally required formalities in relation to the decisions and Constitutional amendments that are decided by the Assembly and to sign all documents that are required thereto including the filing and publication in the Moniteur Belge, the Legal Persons Register and the Crossroad Bank for Enterprises,
- II. Pursuant to Article 6 of the Constitution decisions on matters under items 1, 3, 4 and 5 of the Agenda shall be taken by a simple majority of Member Associations present, entitled to vote and voting. However decisions on matters under item 2 of the Agenda shall be taken by a majority of two-thirds of all Member Associations present, entitled to vote and voting.
- III. Pursuant to Article 6 of the Constitution each Member Association present in the Assembly and entitled to vote shall have one vote.
- IV. Pursuant to Article 5 of the Constitution, at least six weeks notice of the meeting and of the agenda has been given to the Member Associations by letter sent by email dated July () 2017.

At least five Member Associations entitled to vote are present, constituting a lawful quorum pursuant to Article 5 of the Constitution.

Therefore the present Assembly has been lawfully convened and can validly decide on the matters set out in the Agenda.

This having been stated by the President and found to be correct by the Assembly, the President gave the necessary explanations as to the decisions that have to be taken and the amendments to the Constitution that are being presented to the Assembly.

After these explanations by the President, the Assembly proceeded to discuss the matters on the Agenda and resolved as follows:

1. THE LEGALLY REQUIRED FILING AND PUBLICATION REQUIREMENTS FOR IVZW COMITE MARITIME INTERNATIONAL.

1.1

The Assembly ascertained that the legally required filing and publication requirements for IVZW COMITE MARITIME INTERNATIONAL have not been complied with correctly and decided to proceed with the necessary regularisations.

The Assembly first of all unanimously ascertained, and as far as necessary ratified, that it appears from the Memorandum of Association of IVZW COMITE MARITIME INTERNATIONAL, the original of which is located in the file at the Ministry of Justice, that the IVZW COMITE MARITIME INTERNATIONAL to which legal personification was granted by Royal Decree of 9 November 2003, has been founded by:

- Mr Patrick Griggs, born in London on 9 August 1939, domiciled at Blakes, School Road, Toot Hill, Ongar, Essex CM5 9PU, United Kingdom;
- Mr Wim Fransen, born in Kapellen on 26 July 1949, domiciled at Sorbenlaan 24, 2610 Wilrijk;
- Mr Benoit Goemans, born in Wilrijk on 15 December 1960, domiciled at Kasteeldreef 23, 2520 Ranst.

1.2

The Assembly took note of the Dutch translation of the Memorandum of Association and of the Constitution which have been drafted in order to comply with the linguistic legislation applicable where IVZW COMITE MARITIME INTERNATIONAL has its registered office. The Assembly unanimously approved these translations and as far as necessary ratified them. A certified true copy of these translations are attached to the present minutes.

2. RATIFICATIONS OF THE CONSTITUTION AMENDMENTS OF 2009 AND 2014

The Assembly ascertained that the amendments to the Constitution adopted since the foundation of IVZW COMITE MARITIME INTERNATIONAL have neither been filed nor publicised as legally required. Therefore:

The Assembly unanimously ratified that at the Assembly meeting held in Rotterdam on 23 September 2009 the following amendments to the Constitution have been adopted:

- In the last paragraph of each of the articles 9, 10, 11, 12, 13 and 14, the word "*four*" is replaced by "*three*".

The Assembly unanimously ratified that at the Assembly meeting held in Hamburg on 17 June 2014 the following amendments to the Constitution have been adopted:

- In article 8(d) the word "*the Treasurer*" is amended to read "*The Treasurer (and Head Office Director) (hereafter "The Treasurer").*"
- In article 15, the fourth paragraph is deleted and replaced with the following:

"On behalf of the Nominating Committee, the Chairman shall determine first:

- a) *whether any officers eligible for re-election are available to serve for an additional term and to receive a statement from such officers as to the contributions they have made to the Executive Council during their term.*
- b) *whether Members Associations wish to propose candidates for possible nomination by the Nominating Committee as an Executive Councillor, or other Officer.*

The Chairman shall then notify the Member Associations and seek their views concerning the candidates for nomination. The Nominating Committee shall then make nominations taking such views into account."

- In article 15, fifth paragraph, "*ninety days*" is changed to "*fourty five days*".
- In article 15, sixth paragraph, "*three working days*" is changed to "*fifteen working days*".

3. REGULARISATION AND RATIFICATION OF RESIGNATIONS AND APPOINTMENTS OF DIRECTORS AND OFFICERS SINCE THE FOUNDATION OF IVZW COMITE MARITIME INTERNATIONAL.

The Assembly noted that the identity of the first Directors and officers of IVZW COMITE MARITIME INTERNATIONAL has neither been filed nor publicised.

The Assembly unanimously ratified the appointment as first Directors and officers of IVZW COMITE MARITIME INTERNATIONAL of the persons who were the Directors and officers of the *association de fait* COMITE MARITIME INTERNATIONAL at the time of the foundation of IVZW COMITE MARITIME INTERNATIONAL for the remaining time of their term of office:

- Mr Patrick Griggs: Director and President until the Assembly of 2004.
- Mr Allan Philip: Director and Past-President until the Assembly of 2004.
- Mr Karl-Johan Gombrii: Director and Vice-President until the Assembly of 2005.
- Mr Frank L. Wiswall, Jr.: Director and Vice-President until the Assembly of 2005.
- Mr Marko Pavliha: Director and Secretary-General until the Assembly of 2005.
- Mr Wim Fransen: Director and Administrator until the Assembly of 2006.
- Mr Benoit Goemans: Director and Treasurer until the Assembly of 2005.
- Mr José Maria Alcantara: Director and Executive Councillor until the Assembly of 2006.
- Ms Johanne Gauthier: Director and Executive Councillor until the Assembly of 2008.
- Mr José Tomas Guzmán Salcedo: Director and Executive Councillor until the Assembly of 2007.
- Mr John Hare: Director and Executive Councillor until the Assembly of 2007.
- Mr Stuart Hetherington: Director and Executive Councillor until the Assembly of 2004.
- Mr Henry Li: Director and Executive Councillor until the Assembly of 2006.
- Mr Thomas Remé: Director and Executive Councillor until the Assembly of 2005.
- Mr Gregory Timagenis: Director and Executive Councillor until the Assembly of 2004.

The Assembly also noted that the subsequent resignations and appointments of Directors and Officers have neither been filed nor publicised completely.

The Assembly unanimously ratified the following resignations and appointments:

- Assembly meeting held on 4 June 2004:

With effect on 4 June 2004:

- the appointment of Mr Allan Philip ended;
- Mr Jean-Serge Rohart was appointed Director and President;
- Mr Patrick Griggs was re-appointed Director and appointed Past-President;
- Mr Stuart Hetherington was re-appointed Director and Executive Councillor;
- Mr Gregory Timagenis was re-appointed Director and Executive Councillor.

- Assembly meeting held on 16 April 2005:

With effect on 16 April 2005:

- the appointment of Mr Marko Pavliha ended;
- the appointment of Mr Frank L. Wiswall, Jr. ended;
- the appointment of Mr Thomas Remé ended;
- Mr Stuart Hetherington was re-appointed Director and appointed Vice-President;
- Mr Karl-Johan Gombrii was re-appointed Director and Vice-President;
- Mr Nigel Frawley was appointed Director and Secretary-General;
- Mr Benoit Goemans was re-appointed Director and Treasurer;
- Ms Johanne Gauthier was re-appointed Director and Executive Councillor;
- Mr Christopher Davis was appointed Director and Executive Councillor ;
- Mr Sergej Lebedev was appointed Director and Executive Councillor.

- Assembly meeting held on 15 February 2006:

With effect on 15 February 2006:

- Mr Wim Fransen was re-appointed Director and Administrator;
- Mr Henry Li was re-appointed Director and Executive Councillor;
- Mr José Maria Alcantara was re-appointed Director and Executive Councillor.

- Assembly meeting held on 11 May 2007:

With effect on 11 May 2007:

- the appointment of Mr John Hare ended;
- Mr José Tomas Guzmán Salcedo was re-appointed Director and Executive Councillor;
- Mr Måns Jacobsson was appointed Director and Executive Councillor.

- Assembly meeting held on 17 October 2008:

With effect on 17 October 2008:

- the appointment of Mr Patrick Griggs ended;
- the appointment of Mr Gregory Timagenis ended;
- Mr Karl-Johan Gombrii was re-appointed Director and appointed President;
- Mr Jean-Serge Rohart was re-appointed Director and appointed Past-President;
- Ms Johanne Gauthier was re-appointed Director and appointed Vice-President;
- Mr Louis Mbanefo was appointed Director and Executive Councillor;
- Mr Andrew Taylor was appointed Director and Executive Councillor;

- Mr José Maria Alcantara resigned as Director and Executive Councillor.
- Assembly meeting held on 23 September 2009:

With effect on 23 September 2009:

 - Mr Stuart Hetherington was re-appointed Director and Vice-President;
 - Mr Nigel Frawley was re-appointed Director and Secretary-General;
 - Mr Benoit Goemans was re-appointed Director and Treasurer;
 - Mr Christopher Davis was re-appointed Director and Executive Councillor;
 - Mr Sergej Lebedev was re-appointed Director and Executive Councillor;
 - Mr Giorgio Berlingieri was appointed Director and Executive Councillor.
- Assembly meeting held on 27 October 2010:

With effect on 27 October 2010:

 - the appointment of Mr Henry Li ended;
 - Mr Wim Fransen was re-appointed Director and Administrator;
 - Mr Song Dihuang was appointed Director and Executive Councillor.
- Assembly meeting held on 27 September 2011:

With effect on 27 September 2011:

 - the appointment of Mr José Tomas Guzmán Salcedo ended;
 - Mr Måns Jacobsson was re-appointed Director and Executive Councillor;
 - Mr Jorge Radovich was appointed Director and Executive Councillor.
- Assembly meeting held on 19 October 2012:

With effect on 19 October 2012:

 - the appointment of Mr Jean-Serge Rohart ended;
 - Mr Stuart Hetherington was re-appointed Director and appointed President;
 - Mr Karl-Johan Gombrii was re-appointed Director and appointed Past-President;
 - Mr Giorgio Berlingieri was re-appointed Director and appointed Vice-President;
 - Ms Johanne Gauthier was re-appointed Director and Vice-President;
 - Mr Andrew Taylor was re-appointed Director and Executive Councillor;
 - Mr Louis Mbanefo was re-appointed Director and Executive Councillor;
 - Mr Tomotaka Fujita was appointed Director and Executive Councillor.
- Assembly meeting held on 1 October 2013:

With effect on 1 October 2013:

 - the appointment of Mr. Wim Fransen ended;
 - Ms Johanne Gauthier resigned as Director and Vice-President;
 - the appointment of Mr Sergej Lebedev ended;
 - Mr Christopher Davis was re-appointed Director and appointed Vice-President;
 - Mr Lawrence Teh was appointed Director and Administrator;
 - Mr Benoit Goemans was re-appointed Director and Treasurer;
 - Mr Nigel Frawley was re-appointed Director and Secretary-General;
 - Mr. Song Dihuang was re-appointed Director and Executive Councillor.
 - Mr Alexander von Ziegler was appointed Director and Executive Councillor;
 - Mr Dieter Schwampe was appointed Director and Executive Councillor.

- Assembly meeting held on 17 June 2014:

With effect on 17 June 2014:

- Mr Nigel Frawley resigned as Director and Secretary-General;
- the appointment of Mr Måns Jacobsson ended;
- Mr John Hare was appointed Director and Secretary-General;
- Mr Jorge Radovich was re-appointed Director and Executive Councillor;
- Ms Ann Fenech was appointed Director and Executive Councillor.

- Assembly meeting held on 9 June 2015:

With effect on 9 June 2015:

- the appointment of Mr Andrew Taylor ended;
- the appointment of Mr Louis Mbanefo ended;
- Mr Stuart Hetherington was re-appointed Director and President;
- Mr Karl-Johan Gombrii was re-appointed Director and Past-President;
- Mr Giorgio Berlingieri was re-appointed Director and Vice-President;
- Mr Tomotaka Fujita was re-appointed Director and Executive Councillor;
- Mr Luc Grellet was appointed Director and Executive Councillor;
- Mr Taco van der Valk was appointed Director and Executive Councillor.

With effect on 31 August 2015 Mr Benoit Goemans resigned as Director and Treasurer (and Head Office Director).

With effect on 1 September 2015 Mr Peter Verstuyft was appointed Director and Treasurer (and Head Office Director).

- Assembly meeting held on 6 May 2016:

With effect on 6 May 2016:

- the appointment of Mr Song Dihuang ended;
- Mr Christopher Davis was re-appointed Director and Vice-President;
- Mr Lawrence Teh was re-appointed Director and Administrator;
- Mr Alexander von Ziegler was re-appointed Director and Executive Councillor;
- Mr Dieter Schwampe was re-appointed Director and Executive Councillor;
- Mr John O'Connor was appointed Director and Executive Councillor.

4. REGULARISATION AND RATIFICATION OF THE APPOINTMENT OF THE CURRENT DIRECTORS AND OFFICERS OF IVZW CMI.

The Assembly unanimously confirmed and ratified that the members of the Executive Council at today's date are as follows:

- Mr Stuart Hetherington, born in Worthing, Sussex on 9 March 1951, domiciled at 317 Mowbray Road, Chatswood, New South Wales 2067, Australia, Director and President until the Assembly of 2018.
- Mr Karl-Johan Gombrii, domiciled at Holmenveien 10 B, 0374 Oslo, Norway, Director and Past-President until the Assembly of 2018.
- Mr Giorgio Berlingieri, born in Genoa on 20 May 1948, domiciled at Corso Carbonara 1/3, 16125 Genova, Italy, Director and Vice-President until the Assembly of 2018.
- Mr Christopher Davis, born in Chile on 24 January 1956, domiciled at 163 State Street, New Orleans, Louisiana 70118, United States of America, Director and Vice-President until the Assembly of 2019.
- Mr John Hare, born in Cape Town on 3 December 1947, domiciled at 10 Duignam Road, Kalk Bay, 7975, South Africa, Director and Secretary-General until the Assembly of 2017.

- Mr Peter Verstuyft, born in Antwerpen on 8 October 1948, domiciled at Het Prieel 2, 2640 Mortsel, Director and Treasurer (and Head Office Director) until the Assembly of 2018.
- Mr Lawrence Teh, born in Singapore on 8 November 1966, domiciled at 22 Jalan Tanah Puteh, Singapore 457345, Singapore, Director and Administrator until the Assembly of 2019.
- Mr Jorge Radovich, born in Buenos Aires on 29 November 1954, domiciled at Avenida Pueyrredon 1389, 14 B, 1118 Buenos Aires, Argentine, Director and Executive Councillor until the Assembly of 2017.
- Mr Tomotaka Fujita, born in Tokyo, Japan, on 27 July 1964, domiciled at Hakusan 1-36-2-413, Bunkyo-ku, Tokyo 113-0001, Japan, Director and Executive Councillor until the Assembly of 2018;
- Mr Alexander von Ziegler, born in Schaffhausen on 17 August 1957, domiciled at Baeckerstrasse 51, 8004 Zurich, Switzerland, Director and Executive Councillor until the Assembly of 2019.
- Mr Dieter Schwampe, born in Hamburg on 1 March 1957, domiciled at Falkenhorst 23, 22159 Hamburg, Duitsland, Director and Executive Councillor until the Assembly of 2019.
- Ms Ann Fenech, born in Pieta, Malta, on 26 November 1962, domiciled at 24 Mekong, Triq Nathalie Poutiatin Tabone, Tas-Sliema, Malta, Director and Executive Councillor until the Assembly of 2017
- Mr Luc Grellet, born in Rouen on 15 May 1949, domiciled at 1 Boulevard Saint-Germain, 75005 Paris, France, Director and Executive Councillor until the Assembly of 2018.
- Mr Taco van der Valk, born in 's-Gravenhage on 22 August 1965, domiciled at 's-Lands Werf 267, 3063 GH Rotterdam, The Netherlands, Director and Executive Councillor until the Assembly of 2018.
- Mr John O'Connor, born in Kingston, Canada, on 31 July 1952, domiciled at 1333 James-Lemoine, Quebec City QCG1S1A5, Canada, Director and Executive Councillor until the Assembly of 2019.

5. POWER OF ATTORNEY AND SPECIAL MANDATE

The Assembly unanimously gave a Power of Attorney and Special Mandate to Mr. Jean François Peters, advocaat, whose office is at Jan Van Rijswijcklaan 232, 2020 Antwerpen to fulfil all legally required formalities in relation to the decisions and Constitutional amendments that are decided by the Assembly and to sign all documents that are required thereto including filing and publication in the Moniteur Belge, the Legal Persons Register and the Crossroad Bank for Enterprises.

There being no further business, the Assembly closed at hours.

The President

The Secretary-General, Secretary
and Scrutineer