

STATUTES

OF THE

ASSOCIATION OF EUROPEAN PUBLIC POSTAL OPERATORS

International Non-profit Association

Statutes as modified by the General Assembly on 6 October 2021

In the year nineteen hundred and ninety-three, on the twelfth of January, the Statutes of the European Public Postal Operators Association were signed in London by the following persons:

- 1) General Directorate of Posts, Telegraphs and Telephones, Albania
having its offices at Myslym Shyri Street 42, TIRANA
having its legal representative, Mr N. KALAJA, Director, sign the document
- 2) Deutsche Bundespost POSTDIENST, Germany
having its offices at Robert-Schuman-Platz, Bad Godesberg, D-5300 BONN 1
having its legal representative, Mr U. DOERKEN, Head of the International Services and Postal Affairs Division, sign the document
- 3) General Directorate of Posts and Telegraphs, Austria
having its offices at Postgasse 8, A-1011 VIENNA
having its legal representative, Mr E. LAZNOVSKY, Ministerial Adviser, sign the document
- 4) La Poste, Belgium
having its offices at Centre Monnaie, B-1000 BRUSSELS
having its legal representative, Mr W. VAN KERCKHOVE, Managing Director, sign the document
- 5) Enterprise "Bulgarian Posts and Telecommunications"
having its offices in 1000 SOFIA
having its legal representative, Mr I. RADENKOV, President, sign the document
- 6) Department of Postal Services, Cyprus
having its offices in NICOSIA
having its legal representative, Mr G. CRASSIDES, International Relations Administrator, sign the document
- 7) Posts and Telecommunications, Croatia
having its offices at Jurisiceva 13, 41000 ZAGREB
having its legal representative, Mr B. SEVER, Deputy Director, sign the document
- 8) POSTVAESENET, Denmark
having its offices at Bernstorffsgade 36, COPENHAGUEN V
having its legal representative, Mr A. NIELSEN, Deputy Director General, sign the document
- 9) Autonomous organisation "Correos y Telégrafos", Spain
having its offices at Calle Aduana 29, E-28070 MADRID
having its legal representative, Mr J. DE FRUTOS, Director of International Affairs, sign the document
- 10) Posts and Telecommunications, Finland
having its offices in SF-00561 HELSINKI
having its legal representative, Mr A. SAVIAHO, President of Posts, sign the document
- 11) La Poste, France
having its offices at 20, Avenue de Ségur, F-75700 PARIS
having its legal representative, Mr F. MIGONE, General Inspector, International Posts, sign the document
- 12) Enterprise of Hungarian Post
having its offices in 1540 BUDAPEST
having its legal representative, Mr B. DOROS, Director General, sign the document
- 13) An Post, Ireland
having its offices at O'Connell Street, DUBLIN 1
having its legal representative, Mr E. RYAN, General Manager, Letter Services, sign the document

- 14) Posts and Telecommunications, Iceland
having its offices in IS-150 REYKJAVIK
having its legal representative, Mr O. TOMASSON, Director General, sign the document
- 15) Administration of Posts and Telecommunications, Italy
having its offices at Viale America 201, I-00144 ROME
having its legal representative, Mr G. GALLI, Deputy Director General, Postal Services, sign the document
- 16) Government of the Principality of Liechtenstein
having its offices in FL-9490 VADUZ
having its legal representative, Mr H. HASSLER, Director of Postal Services, sign the document
- 17) Posts and Telecommunications, Luxembourg
having its offices in L-2020 LUXEMBOURG
having its legal representative, Mr P. KIHN, Director, sign the document
- 18) Postmaster General, Malta
having its offices in VALLETTA
having its legal representative, Mr E. FARRUGIA, acting Deputy Postmaster General, sign the document
- 19) Postal Enterprise, Norway
having its offices in N-0107 OSLO 1
having its legal representative, Mr A. RENOLEN, Director of Postal Services, sign the document
- 20) PTT Post BV, The Netherlands
having its offices in NL-2500 THE HAGUE
having its legal representative, Mr P. DOBBENBERG, Managing Director, sign the document
- 21) Polish Post
having its offices at Pl. Malachowskiego 2, 00940 WARSZAWA
having its legal representative, Mr B. BORKOWSKI, Director of the Foreign Cooperation Bureau, sign the document
- 22) CTT - Correios de Portugal
having its offices at Rua Conde Redondo 79, P-1192 LISBOA CEDEX
having its legal representative, Mr F.L. VIEGAS, Chairman of the Management Board, sign the document
- 23) « Posta Romana » State-owned company
having its offices at 14, Bul. Libertatii, 70106 BURURESTI
having its legal representative, Mr N. MAZGAREANU, Director General, sign the document
- 24) The Post Office, United Kingdom
having its offices at Royal Mail House, 148 Old Street, GB-LONDON EC1V 9HO
having its legal representative, Mr J. COTTON-BETTERIDGE, Director and General Manager, Royal Mail International, sign the document
- 25) Sweden Post
having its offices in S-10500 STOCKHOLM
having its legal representative, Mrs M. TIVEUS, Vice-President/Director, Sweden Posts International, sign the document
- 26) Swiss PTT Enterprise
having its offices at Viktoriastrasse 21, CH-3030 BERNE
having its legal representative, Mr F. ROETHLISBERGER, Head of the International Relations Section, sign the document.

Article 1 Name and duration

In 1993, an international non-profit association with the name *Association of European Public Postal Operators (PostEurop)* has been formed.

This association is created for an indeterminate period.

In these Statutes, the term *Postal Operator* refers to Postal Operators officially designated by UPU member countries according to the UPU Convention.

Article 2 Headquarters – Electronic mail - Website

The Association's Headquarters are currently located at 114 Boulevard Brand Whitlock, B -1200 BRUSSELS, situated in the Brussels Capital Region.

The Headquarters can be moved to any other place in Belgium by a simple decision of the Board of Directors, provided that the transfer, pursuant to the legal regulations on the use of official languages in Belgium, does not imply a change of language of the present statutes.

If the transfer of the Association's Headquarters, pursuant to the applicable linguistic regulations, does imply a change in language of the present statutes, only the General Assembly shall be competent to decide on the transfer of the Headquarters according to the quorum of attendance and the majority of votes referred to in the articles 15 and 16 of the present Statutes.

The official website of the Association is: *www.posteurop.org*. The official electronic mail (= e-mail) address of the Association is: *info@posteurop.org*. Any message from the Members, the directors and, if applicable, the statutory auditor to this address shall be considered to be valid.

The Board of Directors may modify the website and the e-mail address. The modification shall be communicated to the Members, the directors and, if applicable, to the statutory auditor by e-mail or another equivalent means of communication.

The Members can communicate at any time and the directors and, if applicable, the statutory auditor can communicate at the beginning of their mandate an e-mail address to the Association in order to communicate with it. Any communication to this e-mail address is deemed to be validly done. The Association may use this e-mail address until the moment that a Member or a director or, if applicable, the statutory auditor communicates another e-mail address or its wish not to communicate by e-mail anymore.

The Association communicates by ordinary courier or by fax, which shall be sent on the same day as the e-mails, with the Members or the directors and, if applicable, the statutory auditor, of whom it does not have an e-mail address.

Article 3 Vision, Mission and Objectives

The Association's vision is:
PostEurop is the link to postal expertise.

As a member driven association, through interaction and cooperation, PostEurop supports its Members throughout the evolving market and promotes their interests to relevant stakeholders.

Its mission is:

PostEurop brings added value to its Members by functioning as a platform for cooperation, communication, innovation and providing solutions matching its tasks and priorities.

It provides Members with interconnectivity, common development initiatives, sharing of best practices as well as facilitation and customised support upon request, taking into account the ultimate

customer's perspective and sustainable development aspects. PostEurop aims to be an effective platform of influence within the postal regulatory environment.

PostEurop is a Restricted Union of the UPU, and aims at being an influential voice by meeting the demands that are related to UPU matters.

PostEurop represents and supports its Members with external stakeholders where relevant and appropriate.

To implement the Vision and the Mission, the Association's is active mainly in the following areas and activities:

- EU regulatory environment;
- Relations with the Universal Postal Union and its Restricted Unions;
- Operations efficiency, quality of service, interconnectivity;
- Postal market developments;
- Corporate social responsibility.

Article 4 Activities, Relations with international institutions and other organisations

To the extent required in order to reach its objectives, the Association shall maintain relations with other national or international associations and institutions of which it may also become a Member after decision by the Board of Directors. The General Assembly shall be informed.

The Association may, with the consent of involved Members, invite other organisations or experts to participate in specific activities.

The Association shall exercise its activities on the basis of these Statutes and the mandatory provisions of the regulations of the European Union (EU) and those of the Universal Postal Union (UPU) of which it is a *Restricted Union*.

Article 5 Form of Association

The Association is an international non-profit association, governed by the Belgian Law of 23 March 2019, introducing the Companies and Associations Code and various regulations, published in the Annexes to the *Belgian State Gazette* of 4 April 2019, and its Royal Decrees of execution, as being modified.

Article 6 Representation of the Members of the Association

The Association is authorised to present to third parties, on behalf of its Members, the common positions adopted on matters where the interests of Members are involved.

However, membership of the Association does not preclude Members from representing themselves with any organisation and in any area whatsoever. Members representing themselves are invited to inform the Board of Directors through the Headquarters and are invited to ensure that they do not weaken the official position(s) of the Association or hinder its action(s).

Article 7 Admission and registration of Members

European Postal Operators of countries that fall within the definition of the European Territory (CEPT decision of Dresden 1993) and who provide universal service and have designation as postal operators to the UPU may become Members of this Association.

Applications for admission must be addressed to the Board of Directors that submits them to the General Assembly for a decision.

An application for membership shall include information on the postal operator's corporate status and its business.

A Member is obliged to notify in the Latin alphabet its registered corporate name and any change thereto to Headquarters.

Article 8 Termination of membership

A Member is entitled to resign from the Association at the end of a calendar year by informing the Board of Directors in writing or via e-mail, giving a six months' notice.

Membership is automatically terminated when a Member legally ceases to exist.

On a proposal by the Board of Directors, the exclusion of a Member is decided by the General Assembly in cases where this Member:

1. fails to meet its financial obligations to the Association (Art. 31 of the present Statutes);
2. is in liquidation or bankrupt;
3. no longer fulfils the conditions under Article 7 of the present Statutes in order to enjoy membership or;
4. behaves in a manner which may seriously prejudice the achievement of the Association's objectives.

The Member concerned may defend its position at the General Assembly (or in writing or by e-mail before it) in which the proposal for exclusion is considered. The Member concerned is not authorised to vote.

Article 9 Exclusion of a Member

The exclusion of a Member is proposed by the Board of Directors. Such a proposal shall be submitted to a General Assembly, after not less than a two months written notice has been given by the Board of Directors to the Member who is in default, pursuant to the Statutes.

The exclusion of a Member and the date on which it will take effect shall be decided by the General Assembly. The Member in default shall be notified of the decision by registered letter with acknowledgement of receipt.

Article 10 Financial liability of a former Member

Should a Member cease to be a part of the Association, whatever the reason, it remains liable to pay to the Association any sum owed to it before membership ceased, including the contribution for the year during which membership ceases.

Article 11 Bodies

The bodies of the Association are the General Assembly, which is the supreme body, the Board of Directors, Headquarters, Committees, Circles and Transversals.

Article 12 Member participation and organisation of the General Assembly

All the Members are entitled to attend the General Assembly.

A Member may be represented by another Member. A Member shall not hold proxies for more than two other Members. The Member to be represented by another Member shall inform Headquarters in writing or via e-mail before the official opening of the General Assembly.

Each General Assembly shall be convened jointly by the Chairperson and the Secretary General in writing or via e-mail. The Assembly shall be chaired by a representative of the host Member unless otherwise agreed by the Board of Directors.

The date and place of the General Assembly shall be set by the host Member in agreement with the Board of Directors.

An Ordinary General Assembly is called once a year.

An Extraordinary General Assembly is called without delay after a decision of the Board of Directors or at the written request or via e-mail of two thirds of the Members of the Association.

Article 13 Invitation to the General Assembly – Notice to convene

A notice to convene the General Assembly shall be sent in writing or via e-mail to the Members at least thirty calendar days before the meeting. The notice to convene the General Assembly shall indicate the date, time and place of the meeting and shall include an agenda.

A participation form (physical or online) for the meeting prepared by Headquarters shall be sent with the notice to convene. The participation form shall be returned by all Members.

The documentation relating to the General Assembly agenda shall be dispatched to the membership with a minimum of delay and at least ten calendar days prior to the meeting.

Any notice to convene the General Assembly to be sent to a Member pursuant to the Statutes shall be in writing or via e-mail.

The Association shall send all notices to convene the General Assembly to a Member by mail, or e-mail at its registered address or such other address as the Member may have notified to Headquarters for such a purpose.

A notice to convene the General Assembly shall be deemed to be given upon the expiry of ninety-six hours after it was sent.

In extraordinary cases, and by way of exception, the Chairperson and the Secretary General of the Association may jointly decide to organize a virtual meeting of the General Assembly, by telephone or by video conference (only being held by a virtual meeting), at which all Members need to participate by means of electronic communication, provided to them by the Association. These means of electronic communication need to allow (i) the Association to verify the empowerment and identity of all Members, and (ii) all Members to participate directly, simultaneously and continuously to the discussions during the meeting and to exercise their right to vote on all items on which the meeting has to make a decision.

Article 14 Powers of the General Assembly

The General Assembly is competent to exercise any power and take any decision so as to achieve the objectives of the Association. As such the competences of the General Assembly include but are not limited to:

- define the general policy of the Association;
- approve the Strategy and Business Plan;
- the transfer of the Headquarters in case, pursuant to the applicable linguistic regulations, this

- implies a change in language of the Statutes;
- admit or exclude a Member;
 - nominate and dismiss members of the Board of Directors;
 - appoint the Member responsible for organising the next General Assembly;
 - amend and approve the present Statutes and Internal Regulations of the Association; the last version of the Internal Regulations has been approved by the General Assembly on 6 October 2021.
 - approve the annual accounts, the annual report and the budget and to set the Member specific units of contribution;
 - grant discharge to the members of the Board of Directors;
 - appoint or revoke one or more auditors for the Association and determine his/her or their remuneration;
 - grant discharge to the auditor(s) in respect of his/her or their mandate;
 - wind-up the Association, assign the net assets of the Association in case of a wind-up, and to appoint one or more liquidator(s);
 - restructure or transform the Association pursuant to any procedure foreseen in Book 13 and 14 of the Companies and Associations Code.

The General Assembly may act as a forum for conferences or presentations by experts on subjects proposed by the Board of Directors or Members.

Members are entitled not to implement a decision taken during the General Assembly that is contrary to their national legislation. Where this is the case, the Member shall notify the Board of Directors. The decisions of the General Assembly must comply with the European Union regulations.

During General Assemblies, Members shall respect and follow the guidelines on conduct of activities as laid down in the Competition Compliance Programme of the Association.

Article 15 Quorum for the General Assembly

The quorum required at the General Assembly is two thirds of the Members of the Association authorised to vote, whether they are present or represented by a Member holding a duly granted proxy.

If there is no quorum within one hour from the time appointed for the meeting, another General Assembly is called with the same agenda. At this General Assembly, fifty percent of the membership must be present or represented. For the admission or the exclusion of a Member, the winding-up of the Association or the amendment of the Statutes, at least two thirds of the Members authorised to vote must be present or represented.

Article 16 Voting and decision making at the General Assembly

A proposal submitted to consensus is adopted if no Member objects to it by raise of hand.

During the General Assembly, voting takes place according to a weighted system, each Member having as many votes as the number of units of contribution allocated to it according to Article 17 of the Internal Regulations.

By derogation of the above, the voting for the election of the Board of Directors takes place according to a mixed system of weighted and un-weighted voting as specified in article 21 of the present Statutes.

An abstention, blank or spoilt ballot paper shall not invalidate the voting and shall not be counted.

Unless the General Assembly decides otherwise, upon a proposal from the Board of Directors, a Member shall not have the right to vote or to issue a negative statement on a consensus matter at any General Assembly, unless all accounts payable in respect of its financial contribution have been received by Headquarters within one month of the due date.

A vote shall be secret if at least two Members so wish. The exclusion of a Member or the election for renewing the Board of Directors shall always take place with a secret vote.

When secret voting is applied, the *Chairperson of the Board of Directors* nominates scrutineers and settles the voting conditions and procedures. The voting forms indicating the number of votes each Member is entitled to are then distributed to Members present at the meeting. After filling in the forms, Members are invited by the Secretary General, in alphabetical order of the Member countries, to put their forms in the ballot box.

When a General Assembly is organized by a virtual meeting, in conformity with article 13 of the present Statutes, the Members participating in the General Assembly are, in view of the quorum and majority conditions, deemed to be present at the place where the General Assembly is held.

Article 17 Voting by correspondence

In exceptional and urgent cases the Board of Directors may decide to conduct a vote by correspondence or to make a decision by written procedure. In such cases the written notice shall include the full text of the proposal and desired decision.

The vote by correspondence shall be accompanied by an explanatory note sent to all Members.

A Member shall have one month from the date of dispatch of the notice to notify the Board of Directors in writing or via e-mail whether or not it approves the text of the proposal. A vote or the written or electronic statements received by Headquarters after such a period shall not be counted. The Board of Directors shall ensure the confidentiality of voting.

Headquarters shall inform all Members of the result without delay, but no later than 5 working days after the results are known.

The vote by correspondence shall be formally ratified by the General Assembly during its meeting that follows the vote.

Article 18 Minutes of Statutory Meetings

The proceedings and decisions of the General Assembly are recorded in the meeting minutes and shall include the date, time and place of the meeting, the names of the Members present or represented, the names of the individuals present, the agenda, relevant discussions, the proposals considered, and - as appropriate - results of the voting.

The proceedings of the Board of Directors meetings shall be recorded as action points and decisions, which shall include the date, time and place of the meeting, the names of the individuals present, details of any proposals considered, and - as appropriate - results of the voting.

For General Assemblies and Board of Directors meetings the following applies:

- Voice recordings of meetings may be made to assist the work of Headquarters. Such recordings shall be kept confidential and shall be destroyed once the relevant minutes have been approved.
- Members who wish their statements to be recorded in the minutes shall provide a written or electronic statement to Headquarters. Headquarters shall include all such statements in a single annex appended to the minutes.
- The minutes shall be written by Headquarters within one month of the meeting. The minutes shall be provisionally endorsed by the Chairperson of the meeting and forwarded for distribution

in English and French to all Members concerned within six weeks. Objections to the minutes and proposals for amendments must be made in writing or via e-mail within four weeks after the date of distribution of the minutes. If objections are made, the Board of Directors decides on the procedure for approval of the minutes.

- Headquarters shall ensure that all minutes - and any annexes thereto - are filed for reference. These minutes are available to Members without any time limit and are kept in a register at PostEurop Headquarters.

Article 19 Amendment of the Statutes – Winding-up of the Association

Any proposal aiming to amend the Statutes or wind up the Association must be approved by at least two thirds of the Members of the Association present or represented at the General Assembly and two thirds of the votes of all the Association Members provided that at least two thirds of all the Association Members are present or represented.

The Board of Directors must ensure that the Members have at least one month to consider such a proposal, prior to its consideration by the General Assembly.

Amendments to the Statutes will only be effective after the legal conditions on international non-profit associations have been satisfied.

As the General Assembly is concerned, the decisions of which need to be noticed by a notarized deed, it shall be sufficient that only one Member, duly authorized, physically attends the meeting in the presence of the notary public or any other person, designated by a physical or virtual General Assembly, held or organised pursuant to the Statutes, having a power of attorney.

When the General Assembly decides to wind up the Association, it:

- determines the conditions for the winding-up;
- appoints the liquidator and defines his/her powers.

The legal entity to which the remaining net assets will be attributed after winding-up shall be non-profit-making and have an objective similar to the one of the Association.

Article 20 Organisation of the Board of Directors

The Board of Directors is made up of eleven members, elected by the General Assembly for a period of three years, starting at the beginning of the calendar year following the election. This mandate of three years is renewable.

The Members of the Board of Directors must be experienced executives employed by Members of the Association.

The status of a Member of the Board of Directors is a personal one. A Member of the Board of Directors may be represented by any other Member of the Board of Directors. However, a Member of the Board of Directors may only represent one other Member of the Board of Directors.

The quorum required in the Board of Directors meeting is six members present or represented. Voting shall take place in analogy with article 23 of the present Statutes.

The Board of Directors may assign specific roles to Members of the Board of Directors according to the different strategic fields of activity of the Association.

Each Member of the Board of Directors may resign at any time by notifying his/her resignation to the Board of Directors in writing or via e-mail.

A Member of the Board of Directors can also be revoked at any time by the General Assembly by a decision taken by a majority of two third of the Members present or represented and when at least two third of all the Members of the Association are present or represented.

If a Member of the Board of Directors leaves the Association before the end of his/her term, either by resignation, or by revocation of the mandate, a new member, who meets the conditions referred to in the Statutes, shall immediately be elected by the General Assembly for the rest of the term.

Article 21 Election of the Board of Directors

Terms and procedure:

All Members who wish to put forward a candidate for a seat on the Board of Directors to be elected by the General Assembly shall notify Headquarters one month before the General Assembly meeting in question.

The election of the eleven members of the Board of Directors shall take place in the following order and manner:

- In the **first phase**, the names of the candidates shall be put on the lists that correspond to the groups of operators mentioned in article 21 of the Statutes. Each group shall elect the member(s) from this group by voting for names on the list corresponding to their group. The number of names voted for shall not exceed the number of seats available for the group. During this phase of election, the Members shall have a weighted vote as determined in accordance with article 16 of the Statutes and article 17 of the Internal Regulations.
- In the **second phase**, the candidates who are not elected for the reserved seats shall then be put together on one list and all Member operators present or represented shall elect the member for the remaining seat on the Board of Directors. During this phase of the election, all Members shall have one equal vote in accordance with article 21 of the Statutes.
- A **third phase** shall take place in the event that:
 - o not enough candidates be put forward by the Members to take the total number of seats to eleven, no later than thirty days before the General Assembly. In this case, the Secretary General shall have the task of appealing again for candidates to all Members in order to assure that all the seats be allocated. Members will have a further fifteen days for putting forward a candidate. Such new candidates shall be collated on a list and all Member operators present or represented at the General Assembly shall elect the member(s) for the seat(s) not taken in the first two phases.
 - o not enough candidates be put forward with respect to the seats reserved to one or more of the groups of Members. The seats not taken in the first phase of election shall become available for the members not elected in the first two phases and to be elected by the whole General Assembly in accordance with article 21 of the Statutes.
- During this third phase, all Members shall have one equal vote.

The candidates with the highest number of votes in each panel shall be declared elected. In case candidates receive the same number of votes, a second vote shall take place to decide which one of these candidates shall be elected.

The Members of the new Board of Directors shall meet as soon as possible after the election to elect a Chairperson and a Vice-Chairperson.

Distribution of seats:

The election shall take place according to the following distribution of seats, subject to the condition that it is not allowed to have two (or more) Members of the Board of Directors employed by the same Member:

- Six seats are reserved for Members within the European Union (EU) and the European Economic Area (EEA).
- Three seats are reserved for Members not within the European Union (EU) and not within the European Economic Area (EEA).
- One seat is reserved for the Members in the 5 units and under contribution classes.
- Each of these ten Members of the Board of Directors is elected by the group of countries concerned.

- All candidates have to choose in which group they stand for election and all Members that could fall in two groups have to choose in which group they cast their vote. The latter step has to be taken upon request of the Headquarters and to be finalised before launching the call for candidatures.
- The remaining eleventh Member of the Board of Directors is then elected by the whole General Assembly.
- The Members of the Board of Directors elect one of their number to the post of Chairperson and another to the post of Vice-Chairperson. The terms of office of these posts end with the renewal of the Board of Directors and can be renewed twice for further periods of three years, and for a third and final time in extraordinary cases.

Article 22 Competence and responsibilities of the Board of Directors

The Board of Directors:

- meets at least four times a year, preferably at the beginning of each quarter. A Board of Directors meeting shall be called by giving not less than fifteen days' notice. Headquarters shall take all reasonable steps to ensure that a notice is received by each Member of the Board of Directors.
- submits for approval to the General Assembly the Strategy- and the Business Plan of the Association.
- proposes to the General Assembly the admission of new Members or the exclusion of existing Members.
- proposes to the General Assembly, if required, to wind up the Association.
- submits for approval to the General Assembly amendments to the Statutes and Internal Regulations and may, in the case at hand, change and disclose the reference to the date of the last version of the Internal Regulations
- specifies each year the number of votes for each Member, in accordance with Article 31 of the Statutes;
- prepares the accounts, annual report, budget, and the unit of contribution with a view to submitting them to the General Assembly;
- supervises the budgetary performance;
- monitors that the Strategy of the Association is followed;
- sets up Committees, Circles and Transversals as needed and defines their scope of activities, does follow-up of their results and takes appropriate decisions. To this purpose, the Board of Directors ensures that an expert nominated by any Member may be considered for appointment to any Committee. For Circles and Transversals the same applies in relation to Members having elected to participate. For both Circles and Transversals this shall be done by circulating the appropriate information amongst Members concerned;
- may constitute its Remuneration, Financial and Resources Committees during its first ordinary session;
- entrusts Headquarters with tasks and oversees its management;
- communicates decisions to Members;
- carries out other tasks which are assigned to it;
- shall respect and follow the guidelines on conduct of activities as laid down in the Competition Compliance Programme of the Association.

Article 23 Board of Directors' Voting Procedure

The voting procedure for the Board of Directors is as follows:

- the quorum required in the Board of Directors meeting is six members present or represented;
- the Board of Directors takes its decisions by simple majority, each member of the Board of Directors having one vote as the members are deemed to exercise their vote in a personal capacity;
- in case of equal vote of the members present or represented at the Board of Directors meeting, the Chairperson shall have the casting vote;
- An abstention, blank or spoiled ballot paper shall not invalidate the voting and shall not be counted. In case of equal votes, a proposal lapses;
- When the Board of Directors is organized by a virtual meeting, in conformity with article 24 of the present Statutes, the members of the Board of Directors participating in the meeting are

deemed to be present at the place where the Board of Directors is held, in respect of the conditions of the quorum and the majority.

Article 24 Board of Directors attendance

A Member of the Board of Directors prevented from attending a Board of Directors' meeting must notify the Board Chairperson and the Secretary General before the meeting and must give a proxy to another member of the Board of Directors of his/her own choice.

An alternate may be designated in case of absence by a Member of the Board of Directors to represent him/her during the meeting. The alternate has not the right to vote.

When a Member of the Board of Directors is prevented from completing his/her term of office, the Association Member concerned nominates a replacement person as successor. The successor shall have identical rights and obligations as an elected Member of the Board of Directors. The successor must have the qualifications required in accordance with article 20 of the Statutes. Only in extraordinary cases, shall more than one nomination of a successor of the same operator within a current term of office be accepted by the Board of Directors.

In extraordinary cases and by way of exception, , the Chairperson and the Secretary General are able to decide to organize a virtual meeting of the Board of Directors, by telephone or video conference, at which all Directors shall participate by means of electronic communication, provided to them by the Association. These means of electronic communication should allow (i) the Association to verify the identity and empowerment of all Directors, and (ii) all Directors to participate directly, simultaneously and continuously to the discussions during the meeting and to exercise their right to vote on all items on which the meeting has to make a decision.

Regular attendance at PostEurop's Board meetings is essential in order to maintain continuity and cohesion in the management and governance of the Association. In addition, regular attendance enables that decisions made represent the opinions of the Board of Directors as a whole and ensures that issues are examined from a variety of perspectives. Members of the Board of Directors are expected to attend all Board of Directors meetings except when prevented by unforeseeable personal reasons (health or similar).

Members of the Board of Directors with a record of three consecutive board absences shall be contacted by the Chairperson of the Board with a view to determine possible remedial actions, including whether or not a Board of Directors request should be made for the member in question to step down from the Board of Directors.

Board attendance percentage will be reported when Members of the Board of Directors stand for re-election.

Members of the Board of Directors who did not attend at least 2/3 of the Board of Directors meetings during their 3 years mandate will not be eligible for next Board of Directors elections. For this purpose, only Board of Directors meetings held before the next Board of Directors elections shall be counted. Aiming at promoting physical presence at Board of Directors meetings, one single meeting attendance by means of electronic communication (e.g. video conference, telephone) can be taken into account as a Board of Directors meeting presence during the mandate.

In cases where a Member of the Board of Directors elected in accordance with Article 21 of the Statutes is prevented from completing his/her term of office and where no successor is available, Headquarters shall seek nominations from the Members in the voting group concerned for the election of the successor to be held either by correspondence or at the next General Assembly, at the discretion of the Board of Directors. The mandate of the new member expires at the same time as for the Board of Directors at large.

Members of the Board of Directors shall not be entitled to a salary payable by the Association. All travel, hotel and other expenses incurred by a member in connection with attendance at meetings of the Board of Directors, or otherwise in connection with the Association, shall be paid by the relevant member.

The travel, hotel and other expenses of the Chairperson in connection with his/her function and as fixed in the budget, may be borne by the Association.

Article 25 Conflict of Interests

If a Member of the Board of Directors has a personal, direct or indirect, interest of a financial kind and contrary to a decision which has to be taken by the Board of Directors, or a transaction which has to be decided upon by the same Board, the Director concerned has immediately to notify his/her conflict of interests to the other Directors. The minutes of the Board of Directors' meeting has to reflect the declaration of this Director as well as the justifications relating to the conflict of interests. A Director, being in a position of a conflict of interest, is not authorized to take part at the deliberations of the Board of Directors or to vote on the decision which gave rise to the conflict of interests.

Article 26 Competence and responsibilities of the Chairperson of the Board of Directors

The Chairperson leads and directs the work of the Board of Directors, takes legal actions on behalf of the Association and representation of the Association's interests.

Tasks and responsibilities of the Chairperson of the Board of Directors:

- leads and directs the work of the Board of Directors;
- promotes and represents the Association's interests;
- represents the organisation and ensures relations with outside organisations in cases of particular importance for the Association;
- reports to and consults whenever fundamental issues are concerned, with the Members of the Board of Directors on the actions to be taken to represent the interests of the Association;
- takes legal action on behalf of the Association, or in case of impediment, appoints a Member of the Board of Directors to do this. In consultation with the Board of Directors, the Chairperson may also mandate the Secretary General in these instances;
- signs all documents binding on the Association, or in case of impediment, appoints a member of the Board to do this. The Chairperson can also appoint the Secretary General in this instance;
- oversees the activities of Headquarters;
- is entitled at any time to call a Board of Directors meeting or shall do so when at least three Members of the Board of Directors make such a request.

Upon agreement of the Board of Directors, the Chairperson may delegate some of his/her tasks to the Vice-Chairperson. Such tasks shall be clearly defined.

Article 27 Headquarters

Headquarters consists of a Secretary General, and managerial and administrative staff.

The Secretary General is recruited by and employed on terms and conditions set by the Board of Directors. The Secretary General shall preferably be an experienced executive from one of the Members of the Association.

The tasks and responsibilities of Headquarters are listed in the Internal Regulations.

Article 28 Competence and responsibilities of the Secretary General

Through the Chairperson, the Secretary General - who is responsible for the day-to-day running of the Association - acts under the control of the Board of Directors and ensures the proper administration of the Association in accordance with the statutes and the Internal Regulations.

Tasks and responsibilities of the Secretary General:

- (s)he is responsible for the day-to-day running of the Association;
- (s)he directs and manages the work of Headquarters and takes on staff within the parameters determined by the Board of Directors;
- (s)he manages accounts within the Association's budget;
- (s)he supports the Chairperson of the Board of Directors in actions to represent the interests of the Association;
- (s)he maintains day-to-day contacts with outside organisations;
- prepares a quarterly Board of Directors report for the Board which contains an outline of activities over the preceding quarter of Committees, Circles and Transversals, as well as financial statements of the Association;
- (s)he participates in committee, circle, or transversal meetings when agreed with the responsible chairperson;
- (s)he acts as the secretary for the General Assembly;
- (s)he ensures the effective and timely implementation of the decisions of the General Assembly and the Board of Directors;
- (s)he ensures effective communication within the Association and serves as the primary contact between the Association and external bodies.

Article 29 Committees, Circles and Transversals

Committees, Circles and Transversals may be created by the Board of Directors at own initiative or upon suggestion by either a Member or Headquarters, as further explained in the Internal Regulations, to carry out tasks whose nature, terms of reference, objectives and deadlines are clearly laid down in the Internal Regulations.

Article 30 Budget and accounts

The financial year of the Association is the calendar year.

The Board of Directors is responsible for submitting the audited accounts for the previous financial year and the draft budget for the following financial year to the General Assembly for approval.

All accounts shall be based on Euros.

Article 31 Financial contribution

The expenses of the Association are shared between the Members on the basis of a contribution system which is explained in the relevant article(s) of the Internal Regulations.

Members pay their annual contribution in advance on the basis of the budget adopted by the General Assembly. A Member joining the Association must pay the contribution for the whole year during which membership becomes effective.

Payment of the contribution more than one year late may result in loss of membership subject to a decision of the General Assembly.

Article 32 Interpretation of the text

The Statutes are drawn up in French and in English.

The official version of the Statutes shall be the French version which shall be the legal basis for the purpose of interpretation.

Article 33 Application of the Belgian law

Anything not otherwise provided in these Statutes, and notably the publications to be made into the Annexes of the Belgian State Gazette, shall be governed in accordance with the applicable provisions of the Companies and Associations Code.

The present Statutes constitute, in accordance with the aforementioned Belgian Code, the provisions governing the Association.

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