

# The Constitution of the 360 Quality Association



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## 1. Name of the Organisation

The name of this organisation shall be The 360 Quality Association hereinafter called “the Association”. The Association has been founded according to the Deed of Incorporation of Vereniging 360 Quality Association hereinafter called “the Deed”.

In case of discrepancy between the Deed and the Constitution, the Deed shall prevail.

## 2. Parties to the Constitution

The parties to the Constitution are Members and Affiliate Members set forth in Appendix A hereto.

## 3. Vision

The Vision of the Association is to ensure the highest care to cargo whilst in the custody of the shipping companies and their partners.

## 4. Mission

We will together develop and keep current the best practices for the reefer ships and the terminals and stevedores serving the specialised reefer ships. We are committed to do our best for our customers and will together implement the practices we so develop to ensure the safe and efficient transportation, handling and storage of cargo carried by reefer ships.

## 5. Objectives

The purpose of the Association shall be as follows:

- a) to provide a professional body for continuously developing Codes and Guidelines for the reefer ships, their terminals and stevedores;
- b) to unify the current practices, as far as possible, in the transportation, handling and storage of cargo;
- c) to raise the general standards in the transportation, handling and storage of cargo carried by reefer ships;
- d) provide a common platform for dealing with issues which prevent the safe and efficient transportation, handling and storage of cargo;
- e) to jointly establish the best practices taking into account the financial and practical constraints;
- f) to promote a professional attitude among the parties;
- g) to provide an opportunity for the parties to continuously study their problems and foster good relationship.

## 6. Authority

The Association, Members and Affiliate Members shall ensure compliance with EU and US competition and shipping laws. The Members and Affiliate Members agree that they will only exchange information on commercial policies and conditions on an aggregated, industry-wide basis. Further, they agree that they will not exchange non-aggregated information on tariffs and other terms against which they provide their services.

## 7. 360 Quality Code and Guidelines

- a) All measures to ensure the safe and efficient transportation, handling and storage of cargo carried by reefer ships that are considered obligatory shall be issued in a code called the 360 Quality Code hereinafter called "the Code".
- b) The Code may be altered if an absolute majority of the members vote in favour of the change at the General Meeting of Members.
- c) Guidelines may be issued if an absolute majority of the members vote in favour of the proposal at either the General Meeting of Members or combined Meeting of Members and Affiliate Members.
- d) Request for amendments to the Code and for the development of Guidelines shall be sent to the Secretary General. The Secretary General will distribute the request to the Executive Committee which will decide how to handle the request. The request can be made by a Member and an Affiliate Member. All requests shall follow the objectives mentioned in article 5.

## 8. Membership

- a) Membership is open to all reefer shipping companies and terminals and stevedores providing services to the reefer ships.
- b) A reefer shipping company is a company that is controlling reefer ships, where controlling is defined as ownership, long term charter/lease or bareboat charter on a substantial part of their fleet. Reefer shipping companies that wish to become a Member of the Association can do so by notifying the Secretary General and execute a copy of this Constitution. By becoming a Member, the reefer shipping company shall be obliged to comply with the provisions of the "Main Agreement to promote the highest standard of quality and cargo care on reefer vessels, in ports and in liner services".
- c) A service provider that wishes to adopt the Code may become an Affiliate Member of the Association by so notifying the Secretary General and executing a copy of this Constitution. A service provider is a port terminal and/or stevedore providing services to a reefer shipping company.
- d) Any entity that is an ocean common carrier or marine terminal operator within the meaning of the U.S. Shipping Act of 1984, as amended, shall be required to become either a Member (in the case of ocean common carriers) or an Affiliate Member (in the case of marine terminal operators) of the Association and shall automatically become a party to the 360 Quality Association Agreement on file with the U.S. Federal Maritime Commission.
- e) The decision to admit new Members or Affiliate Members shall be in accordance with the Deed.
- f) Any Member or Affiliate Member may resign or shall be expelled in accordance with the Deed.

## 9. Organisation and Administration

Authority, voting and meetings shall be in accordance with the Deed.

The Members may appoint a Secretary General ("the Secretary") to act as administrator of the Association. The Secretary shall give notice of meetings, keep records, distribute minutes of meetings to the Members and perform such other duties as may be delegated by the Executive Committee. The Secretary shall be authorized to file amendments to this Constitution and related materials with FMC and to delegate such authority.

The Members may establish special committees as they deem necessary. The responsibilities of and the procedures for any committee so formed shall be determined by the Executive Committee.

## 10. Financial

The Members and the Affiliate Members shall pay an initial membership fee and an annual membership fee.

The Secretary shall keep records with the member fees and the costs of the Association. Not later than two months after the expiry of the financial year the Secretary shall put forward to the Executive Committee the Income and Expenditure Statement and the Balance of Accounts for the preceding financial year for their approval.

The financial year is the calendar year.

## 11. Non-members

The Association shall facilitate the use of the Code and trademark by non-members in accordance with the Deed.

## 12. Inspection, Certification and Implementation Rules

- a) Compliance with the Code by reefer ships and port terminals shall be determined after inspection carried out in accordance with the provisions of the Code. Inspection and Certification shall be carried out by organisations approved by the Association.
- b) The Association shall maintain a website which shall list all reefer ships and port terminals, certified in accordance with the Code.

## 13. Use of the 360 Quality Trademark and Logo

Until 31 December 2007 Members and Affiliate Members may use the Logo on company stationery if the following is added to the Logo "Member of the 360 Quality Association". Other uses, such as flags or decals may only be displayed by Terminals or Ships that are in possession of a valid Certificate.

From 1 January 2008 the below rules come into force:

A Company has the right to use the 360 Quality Logo ("the Logo") only after approval from the Executive Committee. The initial approval will only be given after both a) and b) below have been complied with:

- a) A plan for the implementation of the Code is to be submitted and approved by the Executive Committee. This plan shall include:
  - The scope of the implementation (Names of Terminals or Core Fleet)
  - A statement by the Company that it has reviewed its operations and that they are substantially in compliance with the Code.
  - The planned initial inspection dates for each location. These can be evenly spread, but the last must be within 30 months of the application date. In case it is anticipated that certain items will take longer to put in place to satisfy the Code - for instance, where considerable investment is required - special consideration will be made if the plan includes details of the proposed timings of the changes, and an explanation as to why the changes cannot be made immediately.
  - The name of Approved Organisation that will carry out the inspections.

- b) A successful (pass) Inspection Report for a minimum of 25% of the sites to be included (Terminal or ship). Inspections are to have been carried out in accordance with the planned dates.

The Executive Committee may revoke the right to use the Logo if the implementation and initial inspections are not completed in accordance with the submitted plan, or, after full implementation, if 360 Quality Certificates ("the Certificate") are not kept current.

#### **14. Duration**

This Constitution shall remain in effect until terminated. Termination shall be in accordance with the Deed.



SIGNATURE PAGE

IN WITNESS WHEREOF the Members have agreed this 12th day of September 2007 to approve this Constitution.

Universal Reefers Ltd.

Great White Fleet Ltd.

Green Reefers ASA

NYKCool AB

Seatrade Group N. V.

Star Reefers Ltd.

## APPENDIX A TO THE 360 QUALITY ASSOCIATION CONSTITUTION

### **A. MEMBERS:**

Great White Fleet Ltd.

Green Reefers ASA

NYKCool AB

Seatrade Group N. V.

Star Reefers Ltd.

Universal Reefers Ltd.

### **B. AFFILIATE MEMBERS:**

Agencia Maritima Suc. Carlos A. Saliva S.R.L.

Ambassador Services, Inc.

Belgian New Fruit Wharf

Fresh Produce Terminals Ltd.

George Hammond Plc.

Green Reefers ASA

Kloosterboer Vlissingen vof

Marmedsa Group

Medway Ports

MMD Shipping Services Ltd.

Ontur International S.A.

Reefer Terminal

Seabrex

Serporatla S.A.

SSA Marine

Terminal Frutta Genoa S.r.l.

Terminal Pacifico Sur Valparaiso