

Statutes EPF

approved by the Council of 10/01/2015

Section 1: Organisation

Article 1

An international non-profit organisation named "European Passengers' Federation" (EPF) has been founded by the statutes being accepted at the General Meeting of 19 October 2002 in Gent.

The Association is subject to the provisions of title III of the Belgian Law of 27 June 1921 as changed by the law of 2 May 2002 and the Law of 16 January 2003, regarding non-profit associations, international non-profit associations and foundations.

The Association has the following name European Passengers' Federation, abbreviated to EPF. Following names may also be used in Dutch "Europese Reizigersfederatie", in French "Fédération Européenne des Voyageurs", in German "Europäischer Fahrgastverband".

The Association is founded termless in duration.

Article 2

The registered office is located at Kortrijksesteenweg 304, BE-9000 Gent, Belgium.

The Management Board has the authority to relocate the registered office to any place in Belgium with compliance to the requirements of publication. The Management Board may set up administrative offices both in Belgium and abroad.

Article 3

The Association's objectives are of educational and research nature. It aspires to a qualitative public transport for the benefit of the European citizens, and this from the viewpoint of sustainable development. The association wants to contribute to European transport policy through study and advice from the perspective of the public transport users.

The aim of the Association is to function as a platform and meeting place – in its broadest sense - for all associations (non-profit, not-for-profit or based on citizens' initiatives) which promote the interests of actual and potential public transport users.

In order to attain these goals, all activities are possible, provided that they are compatible with the dignity of the participating organisations and that they are constructive, peaceful and inspired by the promotion of the interests of European citizens and not by national interests.

The association may not undertake any activity which, because of the exclusively national nature of the activity, is more properly the responsibility of individual member associations, without the agreement of the member association(s) concerned.

Section 2 : Membership

Article 4

The Association has only other associations or organisations as members. With regard to membership, the following categories are identified:

- full members, entitled to vote
- associated members, not entitled to vote

All members are expected when operating as EPF, to defend the interests of European passengers, rather than the interests of a nation.

Article 5

An organisation may qualify for membership if it meets all the following criteria:

- it is geographically located in Europe,
- it promotes the interests of public transport users,
- it functions independently from political, confessional, syndical and industrial institutions
- it is legal body with a national or regional scope,
- it is constituted under the relevant national law
- it agrees to abide by the EPF's operating principles

The association must count at least 5 full members from different countries in order to exist.

The General Meeting decides on the application and admission of both full and associate members.

Exclusion can be proposed by the Management Board or General Meeting on the basis of a member's conduct that is deemed to be capable of causing prejudice to the association's reputation and good standing and after having consulted the interested parties.

Membership can be terminated:

- Upon a member's resignation, or dissolution
- Members who want to withdraw from the association can do this by certified announcement to the General Meeting.
- After a decision taken by the General Meeting by a two-thirds majority vote
- If the membership dues are not paid by a member and after it receives due notice from the Association.

Withdrawing or excluded members and their legal successors are not entitled to any of the assets of the Association.

Article 6

Members shall pay an annual membership fee, the amount of which shall be determined by the General Meeting upon recommendation of the Management Board.

The liability of each member does not extend beyond the amount of its membership fee.

Section 3: General Meeting

Article 7

The General Meeting shall have the broadest powers enabling the Association to achieve its purpose.

The General Meeting shall have exclusive authority to:

- amend articles of the statutes
- approve the budget and accounts,
- appoint and remove members of the Management Board
- acquittal of the members of the Management Board
- dissolve and liquidate the association.
- the admission and exclusion of member associations;
- adopt the annual working plan and the 3 years programme

The General Meeting shall be composed of all the full and associated members.

Article 8

Each full and associated member appoints a contact person. This person normally takes care of the contacts between the member organisation and the association. Each full and associated member communicates the name of this person to the Association.

All members are entitled to attend the General Meeting.

Each individual member of a full or associated member can participate at the General Meeting through its selected delegation. A vote is cast by the contact person. If another person is to vote, the member has to provide written notice to the General Meeting.

A full member should declare any conflict between its own interest and that of the association and therefore abstain from voting.

Further procedures concerning the contact persons and voting system will be defined in the Internal Rules of the Association.

Article 9

A General Meeting shall meet in the first quarter of each year, either at the association's registered office, or at any other place in Europe mentioned in the notice of the meeting and sent electronically or by any other means of communication at least thirty days prior to the date set for the meeting and containing the agenda.

The following documents should be circulated at least five working days before the first quarter General Meeting: accounts of the past working year, budget for the new working year, annual report and annual working programme, the 3 years program , proposals with regard to the modification of statutes.

All General Meetings shall be presided over by the President, or on her/his absence, by an appointed chair.

The first quarter General Meeting shall appoint the President for a year. The President or appointed chair is voted at the beginning of the General meeting by normal majority vote.

The Association normally holds a General Meeting four times a year. The notice is sent electronically or by any other means of communication at least thirty days prior to the date set for the meeting and contains the agenda.

An extraordinary meeting of the General meeting may also be convened whenever the interests of the association so require and upon written request of a third of the Members of the Association.

Article 10

Full members may be represented by proxy, who must also be a full member, at a meeting of the General Meeting. No member may represent more than two (2) others.

All proxy instruments shall be presented to the chair before the opening of the meeting.

Article 11

The General Meeting may only validly deliberate if one-half of the members of the Association are present or represented on following items

- amend articles of the statutes
- approve the budget and accounts,
- appoint and remove members of the Management Board
- acquittal of the members of the Management Board
- dissolve and liquidate the association.
- the admission and exclusion of member associations
- approval of the annual report
- adoption of the annual working programme and the 3 years program
- proposals with regard to the modification of statutes

If this General Meeting does not reach the quorum, a second General Meeting will be organised under the same modalities as the first one, with at least 30 days pre-notice.

This second General Meeting shall take legitimate decisions with regard to the proposals made, with a simple or two-third majority of present and represented members.

Except as otherwise provided in these Articles, all resolutions shall be adopted by a simple majority of votes cast by the General Meeting. In case of a tie vote, no one has a deciding vote. All resolutions shall be made known to all members.

Unless otherwise unanimously agreed upon, the General Meeting may only discuss matters mentioned in the agenda.

Resolutions adopted by the General Meeting shall be recorded in minutes

Decisions are communicated to all member organisations. The decisions of the General Meeting are recorded in minutes, approved at the subsequent meeting, signed by the chair and kept by the Management Board at the disposal of the members.

Within one month of the General Meeting, a copy of the minutes will be sent electronically to all members.

Article 12

Under the application of articles 50§3, 55 and 56 of the law regarding non-profit associations, international non-profit associations and foundations, each proposal for modification of the statutes or

dissolution of the association has to be issued by the Management Board or by at least two thirds of the full members of the Association.

Modifications of statutes come into effect after approval by the proper authorities as required by article 5§3 of the law and after publication in the Belgian Bulletin of Acts, Orders and Decrees as required by article 51§3. The General Meeting decides in what way the dissolution and settlement is carried out.

The net assets shall be allocated to a private, legal, non-profit body that has a similar objective as that of the dissolved Association.

Section 4 : Management Board

Article 13

The association shall be governed by a Management Board consisting of at least three (3) and a maximum of seven (7) board members. These persons are nominated by a full member and appointed for a period of three (3) years. Each full Member can only nominate up to two board members.

At least one third of the nominated board members resign each year from their position. Board members may be re-elected.

The members of the Management Board shall be appointed by simple majority vote of the General Meeting present or represented in accordance with the procedures set forth in the internal rules.

If the seat of a member of the Management Board becomes vacant before the expiration of its term, the remaining members of the Management Board may temporarily fill such vacancy until a new member of the Management Board is appointed by the General Meeting. Outgoing members of the Management Board shall remain in office as long as the General Meeting has not filled the vacancy.

The appointment of a new member of the Management Board shall be put on the agenda of the next meeting of the General Meeting. Any member of the Management Board so appointed by the General Meeting shall hold office for the unexpired term of the member that (s)he replaces.

Members of the Management Board may be dismissed by the General Meeting with a two-thirds majority vote of the members of the Association present or represented.

If a member of the Management Board is absent for more than three (3) consecutive meetings that individual's position on the Management Board comes to an end.

Article 14

The Management Board shall appoint the Chair and Treasurer at its first meeting and such other functions as it considers appropriate.

All meetings of the Management Board shall be presided over by the Chair, or in her/his absence by the eldest present board member.

Article 15

The Management Board shall meet at least four times a year and shall be convened by notice by the Chair. At least two board members can convene a Management Board meeting with 14 days' notice.

The Management Board may validly deliberate only if a majority of its members are present either physically or by telephone- or video conference.

Article 16

The Management Board is entitled to decide all matters that do not explicitly belong to the competencies of the General Meeting.

The Management Board is required to report at each meeting of the General Meeting. The report has to be submitted normally at least 5 days prior to the General Meeting together with all the minutes of the Management Board meetings held in between two General Meetings.

The practical functioning and the organisational aspects of the Management Board are defined in the internal rules of the association, as far as they are not dealt with in the statutes.

Article 17

The resolutions of the Management Board shall be adopted by a simple majority of the votes cast by the board members.

The decisions of the Management Board are registered in minutes, signed by the chair and kept by the Management Board, who holds it at the disposal of all members.

Article 18

The Management Board shall appoint an representative of the Secretariat who shall be the ex officio secretary of Management Board.

He/she may be dismissed by the Management Board in accordance with the terms of her/his contract with the Association.

The Secretariat shall be responsible for the administrative functions of the association and shall conduct the daily management of the Association.

Unless otherwise instructed by the Chair, he/she shall attend and participate at any meeting of the General Meeting, the Management Board in an advisory capacity, but shall not vote.

Article 19

All acts related to the nomination, dismissal or stepping down of a board member who represents the international non-profit association, established in accordance with the law, are to be filed with the clerk's office of the Commercial Court of the judicial district in which the Association's registered office is located, and to be published, at the expense of the association, in the Annex of the Moniteur belge.

Article 20

Legal action involving the association, both as plaintiff and as defendant, shall be taken by the Management Board, represented by the Chair or by a board member appointed for such purpose.

Article 21

If a board member has a direct or indirect conflict of interest concerning a decision made or to be made by the Management Board, he has to notify the Management Board of this conflict of interest before a decision of the Management Board.

A Board Member with a conflict of interest does not participate in the discussion or decision concerning the matter where the conflict of interest arises.

The Management Board cannot without the formal agreement of the General Meeting take any decision concerning acquiring or selling any real estate or establishing mortgage.

Section 5 : Financial Management

Article 22

The financial year shall begin on January 1st and end on December 31st of every year.

The Management Board shall every year submit the accounts for the previous year, after they may have been audited by one or more appointed auditors.

The budget for the coming financial year will be submitted by the Management Board to the first quarter General Meeting for its approval.

The annual accounts shall be filed with the clerk's office of the Commercial Court of the judicial district in which the Association's registered office is located.

Any transaction binding the association shall be signed by two members of the Management Board acting jointly, or by the Secretariat acting alone, only if within the scope of her/his authority as defined in internal rules, which persons need not offer proof of their authority to third parties.

Section 6 : Internal Rules

Article 23

The Management Board and the General Meeting may propose changes in the internal rules. The General Meeting decides by a simple majority vote to establish, amend, or abolish all or part of the internal rules.

Any changes in the internal rules have to be communicated to all members of the Association.