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Statutes of T&E (free translation)

European Federation for Transport and Environment AISBL

Identification No.: 0443.549.326

NAME

Article 1:

These statutes are an international non-profit association under the book 10 of the Code of Companies and Associations. The Association shall be named "Fédération Européenne pour le Transport et l'Environnement" in French and "European Federation for Transport and Environment" in English. Following the Belgian law the name shall be followed by the abbreviation AISBL (Association internationale sans but lucratif in French, international non-profit organisation in English). The name can be abbreviated to "Transport and Environment" or "T&E", which will be used in the rest of this document.

REGISTERED OFFICE

Article 2:

The Association is based in the Region of Brussels-Capital. The address of the headquarters of the Association must be included in the association's file kept at the registry of the company court from the headquarters of the association and to be published in the "Moniteur Belge". The address can be transferred to any other place in Belgium by a simple majority decision of the Board, provided that such a move does not require modification of the language of the statutes under the applicable language regulations. The new address should be published in the "Moniteur Belge" within a month of the decision.

OBJECT

Article 3:

T&E is an independent pan-European association with scientific and educational aims, with no political affiliation and devoid of any profit-making motive.

The objective of T&E is to:

Promote a policy of transport and accessibility, based on the principles of sustainable development, which minimises negative impact on the environment and health, use of energy and land and all economic and social costs, maximises safety, and guarantees sufficient access for all.

To attain those objectives, T&E will:

- Promote, undertake and co-ordinate research and studies;
- Disseminate information to its Members, other organisations, the media, political institutions and



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the general public;

- Perform scientifically-based initiatives at the European level (e.g. through the preparation of recommendations aimed at pursuing the objectives of T&E) and bring them to the attention of the relevant authorities, in particular within the context of the European Union;
- Collaborate with partners from other parts of the world, particularly in the context of United Nations bodies, to promote sustainable transport policies;
- Coordinate the relevant activities of member organisations and cooperate with them; and,
- Use any other appropriate means.

MEMBERS and SUPPORTERS

Article 4:

The association is composed of Members and Supporters. The association consists of at least 3 Members. Any organisation legally established according to its own national legislation can apply for membership. The maximum fee for Members is ten thousand euros (10.000 EUR) per year.

1. Members

Not-for-profit organisations, national or covering a significant area of a country, with objectives which correspond to those listed in Article 3 (for example transport users' groups, organisations concerned with the environmental effects of transport, and environmental protection groups with an interest in transport policy).

2. Supporters

- International, not-for-profit organisations which share T&E's objectives or which take an interest in T&E's activities (for example cyclist, pedestrian, consumer and environmental organisations);
- Regional or national not-for-profit organisations which share the aims or are interested in T&E's activities, but do not meet the criteria listed in 4.1;
- Individuals, organisations or companies who share the objectives of T&E.

Article 5:

Applications for membership, or to become a Supporter, must be sent in writing to the Board. The Annual General Meeting (AGM) decides on applications for membership on the basis of a recommendation by the Board. Applications for Supporter status are subject to the approval of the Board.

Article 6:

Membership of T&E requires acceptance of its constitution and of decisions taken in accordance with the statutes. Organisations accepted as Members of T&E are authorised to publicise themselves as such.

Article 7:

7a. Membership will cease when:

- The written notice of the resignation of the Member is received by the Board;
- The Member is dissolved;



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- The Member does not pay its membership fee for three consecutive years without making an arrangement with the President; or
- The member is expelled.

7b. A General Meeting may expel a Member, by a two-thirds majority of the votes present, either for failure to pay a subscription or for taking actions or expressing views contrary to the aims of T&E. No Member may be expelled without having been informed in writing of the reasons behind such expulsion. Such notification shall be given at least three months before the date of the General Meeting required to decide on the matter, and the Member shall have been given the opportunity to put forward its defence.

Article 8:

A Member that ceases to belong to T&E does not have any claim on the assets of T&E.

THE ANNUAL GENERAL MEETING

Article 9:

9.1 The supreme body of T&E is the Annual General Meeting (AGM). Supporters are invited to the AGM but are not entitled to vote.

9.2 The regular duties of the AGM are to:

- a. Appoint and revoke Board members;
- b. Appoint and revoke internal auditors;
- c. Set the size of the annual membership fee of Members and Supporters;
- d. Discuss the activities of T&E and make proposals and recommendations;
- e. Endorse or reject the annual report including the accounts of the previous financial year;
- f. Endorse or reject the work plan and budget for the coming year;
- g. Discharge the liability of the Board members.

9.3 In addition, the AGM has the following powers which it may choose to exercise, or be invited by the Board to exercise, as circumstances dictate:

- a. Modify the statutes;
- b. Pronounce the dissolution of the Federation;
- c. Appoint and expel Members;
- d. Adopt and modify internal rules and regulations;
- e. Set the number of Board members for the coming year;
- f. Exercise in a general way all powers given by law and the statutes.

Article 10:

The voting entitlement of each member is "one member one vote".

Article 11:

Voting rights are the entitlement of delegates from only those Members that have paid the stipulated subscription fee for the previous year. Voting delegates must either hold a representative position of the Member organisation (director, secretary general or chairperson) she/he is representing or hold a



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written power of attorney from that organisation. Delegates hold more powers of attorney in addition to his/her own vote.

Article 12:

Decisions made by voting are taken by simple majority of the votes present except for circumstances described elsewhere in these statutes. At elections, relative majority is applied. In the event of a tie, the president of T&E, or his/her acting substitute, holds the casting vote, except for his/her election to the Board or elections when the principle of lottery is applied. All voting is open unless a voting delegate demands a secret ballot. At elections, the vote can take place on a group of candidates unless someone requires individual votes. The ballots which include more names than the number of seats in the ballots, or other names than those of the announced candidates, are invalid.

Article 13:

The AGM should be held every year March 1st and May 31st. The Board should notify the Members in writing a minimum of six weeks in advance of the AGM. The AGM shall be held in Brussels.

Article 14:

The agenda of the AGM should include:

Ratification of the register of voting delegates;

Decision whether the AGM has been properly convened;

Election of chairperson and assistant chairperson for the AGM;

Announcement of the Board's choice of secretary for the AGM;

Report of the Board (regarding finances as well as activities);

Report of the internal auditors;

Ratification of the reports;

Approval of the reports and discharge of liability of the Board members; Membership changes/re-ratification of register of voting delegates to reflect any membership changes;

Proposals from the Board to the AGM, including subscription fees, work plan and budget for the coming year;

Proposals from Members to the AGM;

Decision on number of Board members to be elected;

Election of Board members;

Election of auditors;

Any other business.

Decisions can only be made on issues presented on the agenda. Any other business can be discussed without decisions being made. Decisions of the AGM should be kept in a dedicated file at the association's legal address. Decisions of the AGM will be sent in writing to all Members.

Article 15:

Proposals from Members, for decision at the AGM, should reach the Board no later than November 15th the year prior to the AGM.

EXTRAORDINARY GENERAL MEETINGS

Article 16:

Extraordinary General Meetings (EGMs) can be called by the Board at any time. The Board should



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provide no less than 6 weeks notice. EGMs shall be held in Brussels. The Board is obliged to call an EGM should at least one-fifth of the Members request, in writing, for the Board to do so.

THE BOARD

Article 17:

T&E is administered by a Board formed by no fewer than 5 persons and no more than 12 persons. The Board is appointed by the AGM. The mandate of a Board member is two years and is renewable. Board members can resign by notifying their decision with a registered letter addressed to the President at least one month before the date of resignation will take effect.

The Board membership also ends by (i) the expiry of his term, (ii) death, (iii) removal by the AGM, following a decision taken by a majority of two thirds (2/3) vote present or represented members.

Article 18:

The Board is entrusted with the most extensive powers for the administration and the management of T&E. This includes:

Preparing proposals to the AGM including annual work plans and budgets and changes in the membership;

Executing decisions of the AGM;

Developing and deciding the policies of T&E in political and organisational matters, taking into account the decisions of the AGM;

Defining the duties of the Director, appointing the Director, and supervising the Director in his/her work.

The Board is responsible for all matters with the exception of those matters for which the AGM has been given the responsibility in this constitution or by law. In the absence of a specific delegation to the director, all the acts engaging the association and regularly decided upon by the Board are signed by the President or, in case of absence, by one of the Vice-Presidents jointly with another member of the Board. The President may initiate legal action on behalf of T&E if required.

Article 19:

The Board itself will appoint a President of T&E, two Vice-Presidents (who will substitute for the president in case of absence), and a Treasurer.

Article 20:

The Board will meet at least four times a year, either convened by the acting President or on decision of a majority of the Board's members.

Article 21:

The decisions of the Board are taken by a majority of the members present. Each member has one vote. In the event of a tie, the vote of the acting President will be the casting vote, apart from in the case of her/his election. The quorum for Board meetings is one-half of its membership.

Article 22:

The financial year begins each year on January 1st. The accounts must be closed on December 31st.

CHANGES TO THE CONSTITUTION



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Article 23:

These statutes can be changed by proposal in advance and in writing from the Board or from one or several Members. Proposals should be included with the notice of the AGM. The Board may by unanimous agreement submit such a proposal less than six weeks before the date of the AGM.

These statutes can be changed on proposal in advance and in writing from the Board or from one or several members. Decisions on the change of the constitution can only be taken if 2/3 of the full members are present or represented. Decisions to change the constitution must be accepted by at least 2/3 of the votes present at a general meeting. Proposals should be included with the convocation of the annual general meeting.

If the first meeting can not decide on the changes of constitution because less than 2/3 of the members are present or represented, then a second meeting can be called. This meeting can decide, irrespective of the number of members present.

Any change to the purpose of the Association, or to the activities it proposes to carry out to achieve that purpose, requires a Royal Decree of approval. Changes to the articles of the statutes relating to the information referred to in article 2:10, § 2, 6°, 8° and 9° of the Code of Companies and Associations must be recorded in a notarial deed.

DISSOLUTION

Article 24:

T&E AISBL may be dissolved upon proposal from the Board or following a written proposal from two thirds of the Members. A proposal for dissolution should be included with the notice for the General Meeting. In this case the General Meeting can only validly deliberate if Members representing two-thirds of the votes recognised for General Meetings are present. Decision on dissolution will be valid only if approved by the majority of two-thirds of the votes present. In case of dissolution of T&E AISBL, the General Meeting will decide on the destination of the net assets, which shall be donated to NGOs in Europe with objectives contributing to the protection of the environment.

In case of dissolution a liquidator will be appointed by the General assembly. Failing an agreement of the General Assembly the liquidator will be nominated by the Court of first instance at the request of the Board.

Article 25:

If the General Meeting does not have the necessary quorum to decide on the dissolution, another General Meeting can be called. This second Meeting can be convened immediately upon decision of at least three quarter of the members present or represented at the first Meeting. This meeting may come to a decision irrespective of the number of Members present.

GENERAL ISSUES

Article 26:

Anything which is not provided for in these statutes, and in particular publications to be made in the "Moniteur Belge" (Belgian State Gazette), will be settled in accordance with the provisions of the Belgian Code of Companies and Associations.