

# Statutes of Back-on-Track Europe

This is a translation of the French original.

## **Back-on-Track Europe**

### **Association internationale sans but lucratif**

Identification No.: #####.#####.#####

## ORGANISATION

### **Article 1 (Association) :**

The present Articles of Association constitute an international non-profit association under the Law of 27 June 1921 (hereinafter referred to as "the Law" in these Articles of Association).

The Association will be named "Back-on-Track Europe". Under Belgian law, the name must be followed by the abbreviation AISBL (Association internationale sans but lucratif in French - International non-profit organisation in English).

The name may be abbreviated to "B-o-T Europe" or "Back-on-Track.eu" where such abbreviations will be used in the remainder of this document.

The association is created for an unlimited period.

### **Article 2 (Siège) :**

The Association is based in the Brussels Region. Back-on-Track Europe has its registered office at  
Av. Britsiers 18, Annexe Jardin, 1030 Schaarbeek.

The address may be transferred to any other location in the same region, following a simple majority vote of the Board of Directors; transfer of the registered office to another region requires a vote of the General Assembly.

The new address should be published in the "Moniteur Belge" within one month of the decision.

### **Article 3 (Objectif) :**

Back-on-Track Europe is an educational and research association with no political affiliation and no profit motive.

The objective of Back-on-Track Europe is to promote:

- A sustainable transport policy that minimises the negative impact on the environment and the climate, particularly of car and air traffic, which is currently particularly harmful to the climate and will continue to be so in the foreseeable future;
- The strengthening of rail transport as the most climate-friendly means of transport;
- Improving the quantity and quality of international train connections and night trains, and making them more accessible to all.

In this way, the association aims to contribute to achieving Europe's climate protection objectives and to provide practical solutions in the transport sector.

In doing so, the association respects the values on which the European Union is founded, as expressed in Article 2 of the Treaty on European Union, namely respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities.

#### **Article 4 (Activités) :**

The activities that the association will carry out to achieve its objectives are mainly the following:-

- Coordinating and cooperating with the relevant activities of its Member organisations;
- Disseminating information to its Members, other organisations, the media, political institutions and the general public;
- Undertaking initiatives at European level (e.g. by developing recommendations to pursue the objectives of B-o-T Europe) and bringing them to the attention of the relevant authorities, particularly in the context of the European Union;
- Promoting, undertaking and coordinating research and studies;
- Coordinating activities and policies with other non-profit organisations promoting sustainable transport policies;
- Collaborating with partners in other parts of the world, particularly in the context of international bodies regulating rail standards and related policies.

The association may perform all acts relating directly or indirectly to the realisation of its object and activities. To this end, it may buy, sell, lease and rent, own and mortgage all movable and immovable property and facilities, and accept inter vivos and testamentary donations, subject to the authorisations provided by law.

#### **Article 5 (Champ d'application) :**

The scope of application is limited to the active member countries of the Council of Europe.

## MEMBRES

### **Article 6 (Types d'adhésion) :**

The Association is made up of Full Members, Associate Members and Supporting Members.  
The Association is made up of at least 3 Members (Full Members or Associate Members).

Members and supporters are not personally liable for commitments entered into by the association.

#### **a) Full Members**

An association legally established under its national law may apply to become a full member if these conditions are met:-

- The association has its registered office within the area defined in Article 5;
- The name of the association contains "Back-on-Track", followed by the name of the country in which the association has its headquarters or followed by the name of a clearly identifiable region, country or group of countries, preferably in English;
- The association will be the only full member in the region, country or group of countries to which its name is referring;
- The association is not subordinated to any other association;
- The association has accepted these Articles of Association and applies them where applicable;
- The association has a general assembly open to all its members or representatives of them, and a free and fairly elected board of at least two people;
- The association is regularly represented at Back-on-Track Europe General Meetings by at least one representative or deputy appointed by the association.
- The association has regular income and is therefore able to contribute to the financing of the running costs of Back-on-Track Europe.
- The association agrees to pay an annual contribution to Back-on-Track Europe corresponding to a fixed percentage of their disposable income as decided by the General Meeting;

#### **b) Associated Members**

An association (whether legally established under its national law or an informal group of persons) may apply to become an associate member if these conditions are met:-

- The association has its registered office within the area defined in Article 5;
- The association has accepted these Articles of Association and applies them where applicable;
- The association has a general assembly open to all its members or representatives of them, and a free and fairly elected board of at least two people;
- The association is regularly represented at Back-on-Track Europe General Meetings by at least one representative or deputy appointed by the association.

- The association agrees to pay an annual contribution to Back-on-Track Europe in the amount provided for by the General Assembly. Informal groups without financial means may be exempted by the General Assembly from paying a fee.

### **c) Supporters**

A person or organisation may apply to become a supporter if these conditions are met:

- Their permanent residence (for individuals) or their headquarters (for organisations) are within the area defined in Article 5;
- The person or organisation has accepted these Articles of Association and applies them where applicable;
- The person or organisation is not active in a country or region where a full member exists (except for organisations which are active in multiple countries within the area defined in Article 5).
- The person or organisation agrees to pay the applicable membership fee as decided by the General Meeting.

### **Article 8 (Procédure d'admission) :**

Applications for Full or Associate Membership must be made in writing to the Board of Directors. The General Meeting decides on applications on the basis of a recommendation from the Board of Directors.

Applications for Supporter membership are subject to approval by the Board of Directors. The admission of Members is governed by the Internal Regulations.

Natural persons whose application for membership has been rejected may appeal against the decision of the Board of Directors to the Dispute Resolution Body.

Membership of Back-on-Track Europe automatically entails acceptance of its Articles of Association and Internal Rules.

### **Article 9 (Fin de l'adhésion) :**

Membership terminates by :-

- Voluntary resignation, subject to thirty (30) days' written notice to the Board of Directors
- Natural persons, upon death;
- For legal entities, liquidation;
- Dissolution of the informal group of persons, as defined in the internal regulations;
- Loss of the qualifications required for membership according to their respective type of membership, in accordance with Article 7;
- Members, upon exclusion decided by the General Meeting;
- Supporters, upon exclusion decided by the Board of Directors or the General Meeting;

- Non-payment of dues after a written reminder, as well as after a period of suspension of membership rights, even without a decision by the General Meeting.

The General Meeting may, by a two-thirds majority of the votes cast, exclude a Member for failure to comply with the fundamental requirements of these Articles of Association or the Internal Regulations, for example due to acts or statements contrary to the objectives of Back-on-Track Europe.

No Member shall be excluded without having been informed in writing of the reasons for exclusion. This notice will be communicated to the Member at least four weeks before the date of the General Meeting required to decide on the matter, and the Member will have had the opportunity to present his or her defence.

The Internal Regulations may specify the grounds and procedure for suspension of Members.

A Member who ceases to belong to Back-on-Track Europe has no rights to the assets of Back-on-Track Europe.

The internal rules may provide for additional rules of exclusion and sanction, provided that the clauses providing for such rules have been accepted by the General Meeting by a two-thirds (2/3) majority of the Members present or represented.

### **Article 10 (Cotisations) :**

Full Members, Associate Members and Supporters pay an annual membership fee, the amount and method of payment of which are determined by the General Meeting.

The General Meeting may set different fees for the different categories of Members, i.e. Full Members, Associate Members, Supporters (natural persons) or Supporters (legal entities).

The General Meeting may decide on rules or recommendations determining the fees, which may depend on the size or financial means of the Members, or decide that no fees are payable for all or certain categories of Members.

### **Article 11 (Données des Membres) :**

The list of Members (including natural persons) is an electronic list accessible to administrators designated by the Board of Directors.

Data can be changed by simple request or by electronic form.

## L'ASSEMBLÉE GÉNÉRALE

### **Article 12 (Organisation) :**

General Meetings may be called at any time by the Board of Directors.

It must be convened at the request of:-

- (a) at least half of the Directors or
- (b) at least one twentieth (1/20) of the Full Members.

At least once a year, the General Meeting shall be held on a date between 1 March and 15 June, this date being referred to as the "Annual General Meeting (AGM)".

The Board of Directors must notify the meeting by e-mail at least 4 weeks in advance. The agenda is notified by e-mail at least 2 weeks before the date of the meeting. Supporters are invited to the AGM but do not have the right to vote.

Meetings are held digitally or at any other easily accessible location indicated in the notice of meeting, which may also be outside Belgium.

Decisions of the AGM must be kept on file in electronic form. Decisions of the AGM are sent in writing to all Members.

The internal regulations may specify the requirements, conditions and procedure for convening the General Meeting.

### **Article 13 (Tâches) :**

The Annual General Meeting (AGM) is the supreme body of Back-on-Track Europe.

The ordinary duties of the AGM are as follows:-

- Appointment and dismissal of Directors;
- Appointment and dismissal of the auditors (internal auditors);
- Determination of the amount of the annual subscription for Members and Supporters;
- Discussion of the activities of Back-on-Track Europe and formulation of proposals and recommendations;
- Adoption or rejection of the annual report, including the accounts for the previous financial year;
- Adoption or rejection of the work plan and budget for the coming financial year;
- Discharge from liability of the Directors.

In addition, the AGM has the following powers, which it may exercise or invite the Board to exercise, depending on the circumstances:-

- Amendment of the Articles of Association;
- Declaration of dissolution of the Association;
- Appointment and exclusion of Members;
- Adoption and amendment of the internal regulations;
- Determination of the number of Directors for the coming financial year;

- General exercise of all powers conferred by law and by the Articles of Association.

### **Article 14 (Délibération) :**

Each Full or Associate member has a maximum of two votes. The two votes may be cast in different ways. If only one elected representative of a member is present, this member has only one vote.

Members shall appoint their two representatives and their two alternates by election or by virtue of an elective office within their organisations.

Immediately after the election, the Members shall notify the Board of Directors of the names and e-mail addresses of their two representatives and two substitutes. These addresses shall be used to convene Members to the General Meeting.

A Member's representative may choose which of the elected alternates he or she wishes to be replaced by and shall inform the Board of Directors of his or her decision. If this is not the case, the representative present chooses which of the representatives present will replace the member.

Decisions adopted by vote require a two-thirds majority of the votes present for policy decisions and changes of status.

All other matters require a simple majority. In the event of a tie, the vote must be repeated.

Only Members who have been members of the Association for at least thirty (30) days and who have paid the membership fee for the previous year (unless they became a member in the current year) shall have the right to vote.

Unless otherwise stipulated in these Articles of Association or in the internal regulations, the General Meeting is validly constituted regardless of the number of Members present or represented.

All votes are taken by show of hands, unless a representative entitled to vote requests a secret ballot. In elections, votes may be cast for a group of candidates, unless a representative entitled to vote requests individual votes.

Elections by secret ballot may be organised on the basis of a provision made by the General Meeting using appropriate software. Any change in the arrangements for the software used must be subject to reasonable notice of at least two weeks and a new decision by the General Meeting.

## LE CONSEIL D'ADMINISTRATION

### **Article 15 (Composition) :**

Back-on-Track Europe is administered by a Board of Directors made up of an odd number of people of at least 3 and not more than 15. The Board of Directors is appointed by the AGM. The term of office is two years and is renewable.

The overall composition of the Board of Directors must be representative of all Members. Its Members must represent at least 3 different full or associate Members, 2 different European languages and both men and women.

Election proceedings to ensure these requirements can be further defined in the Internal Regulations.

Directors may resign by notifying their decision in writing to the President or one Chairperson at least one month before the effective date of the resignation. A confirmation of receipt will be sent by one of the Members of the Board of Directors.

### **Article 16 (Tâches) :**

The Board of Directors is entrusted with the broadest powers for the administration and management of Back-on-Track Europe. This includes the following:-

- Preparation of proposals to the AGM, including the work plan, the budget for the coming financial year;
- Any membership changes;
- Implementation of AGM decisions;
- Developing and deciding on Back-on-Track Europe's policies on political and organisational matters, taking into account the decisions of the AGM;
- Defining the duties of the General Secretary, appointing the General Secretary and supervising the General Secretary in his/her work;
- Carrying out all organisational tasks - as long as the organisation does not appoint a General Secretary or other members of staff to do so.

The Board of Directors is responsible for all matters except those entrusted to the AGM by these Articles of Association or by law.

The decisions of the Board of Directors are recorded in minutes, as described in more detail in the Rules of Procedure.

### **Article 17 (Pouvoir de représentation) :**

The Board of Directors will appoint a President of Back-on-Track Europe and a Vice-President who will replace the President in his/her absence, as well as a Treasurer.



Alternatively, the Board of Directors will appoint two Back-on-Track Europe Chairpersons and a treasurer.

Board Members in a representative capacity (President and Vice-President or Chairpersons) should not hold any representative office within a Full Member or Associate Member association. Proceedings may be further defined in the Internal Regulations.

In the absence of a specific delegation to the Secretary General, all acts binding the association and duly decided by the Board of Directors shall be signed by a President or by a Vice-President or a Chairperson jointly with another Director.

The President or any Chairperson may take legal action on behalf of Back-on-Track Europe if necessary.

### **Article 18 (Réunions) :**

The Board of Directors will meet at least four times a year, either at the invitation of the President or the Chairperson in charge, or on the decision of a majority of the directors.

### **Article 19 (Délibération) :**

Decisions of the Board of Directors shall be taken by an absolute majority of the Members. Decisions may be taken electronically. Each member has one vote.

## FINANCES

### **Article 20 (Année fiscale) :**

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

### **Article 21 (Commissaires aux comptes) :**

To the extent that the Association is legally required to do so, the audit of its financial position, financial statements and compliance with the Code and these Articles of Association of transactions to be recorded in the annual accounts, shall be entrusted to one or more Statutory Auditors, appointed by the General Meeting.

The Statutory Auditors shall have access to all the accounts for the financial year before 1 February in order to complete their report and submit it to the AGM, including a recommendation to the Board of Directors.

### **Article 22 (Dons) :**

The association shall publish an annual list of donations received, specifying both the donor and the donation, for each donation exceeding EUR 1,000 per donation or per donor per year.

The internal regulations may contain more detailed provisions on the association's policy on donations.

## DIVERS

### **Article 23 (Règlement intérieur) :**

The General Meeting may adopt rules of procedure which specify the provisions of these Articles of Association, define the practical procedures for the operation of the association and provide for the creation, election or appointment and operation of the association's committees and internal bodies.

The Internal Regulations may not contradict these Articles of Association.

The Board of Directors may propose internal regulations to the General Meeting and the internal regulations may provide for other committees and/or additional bodies which may propose amendments to the internal regulations.

Any amendment to the Internal Regulations must be submitted to the General Meeting for approval.

The Internal Regulations define the names and tasks of the internal committees and bodies, as well as their precise powers, in accordance with the above.

### **Article 24 (Organe de Résolution des Conflits) :**

The Dispute Resolution Body shall be composed of three or more Members, as specified in this Article, appointed individually by the General Meeting for a period of two (2) years. The Members of the Dispute Resolution Body must be natural persons (Supporters, Members of a Member association or representatives of a Supporter association) from at least three different countries.

The Members of the Dispute Resolution Body shall elect from among themselves a Chair and a Vice-Chair. The Dispute Resolution Body may only deliberate when all its Members are present and makes its decisions by a simple majority. The Dispute Resolution Body may meet in person or by telephone or video conference.

Members of the Dispute Resolution Body may not be members of the Board of Directors, representative of any other body of Back-on-Track Europe created in the internal regulations, member of the Board of Directors of a member association (or any equivalent position) or representative or deputy representative of a member association in the General Assembly.

The Dispute Resolution Body has the following powers:

- To resolve disputes between Members of the Association ;

- To rule on appeals by individuals against the decision of the Board of Directors to reject their application for membership. If the Dispute Resolution Body overturns the decision of the Board of Directors, the natural person automatically becomes an Individual Member.

The internal regulations may specify the operation of the Dispute Resolution Body, grant it additional powers and increase the number of its Members, which must always be odd.

### **Article 25 (Modification des statuts) :**

These Articles of Association may be amended by a written proposal submitted in advance by the Board of Directors or by at least two Full or Associate Members in the form of a written notification to the Board of Directors. Proposals must be included in the notice convening the AGM.

Decisions to amend the Articles of Association can only be taken if 2/3 of its Full or Associate Members are present or represented. If the first meeting cannot decide on the statutory amendment because fewer than 2/3 of the Full or Associate Members are present or represented, a second meeting is convened. This meeting can then take a decision regardless of the number of Members present.

Any modification of the association's purpose, as well as of the activities it proposed to implement to achieve this purpose, requires a royal decree of approval. Amendments to the articles of association relating to the matters referred to in Article 48, 5° and 7° of the Law must be recorded in a notarial deed.

### **Article 26 (Dissolution) :**

Back-on-Track Europe AISBL may be dissolved at the proposal of the Board of Directors or following a written proposal by two-thirds of the Full or Associate Members. A proposal for dissolution must be included in the announcement of the General Meeting.

In this case, the General Meeting can only deliberate validly if two-thirds of the votes of Full Members at the General Meetings are present. If the General Meeting does not have the necessary quorum to decide on dissolution, another General Meeting will be convened. This meeting can then take a decision regardless of the number of Members present.

The decision to dissolve is valid only if approved by a majority of two-thirds of the votes present and two-thirds of the votes of the Full or Associate Members present.

In the event of the dissolution of Back-on-Track Europe, the General Meeting will decide on the allocation of net assets, which will be donated to NGOs in Europe with objectives contributing to the protection of the environment.

In the event of dissolution, a liquidator will be appointed by the General Meeting. Failing agreement at the Annual General Meeting, the liquidator will be appointed by the Court of First Instance, at the request of the Board of Directors.

**Article 27 (Frais de la création) :**

Expenses paid for the creation of the association may be reimbursed after its creation. Proof of payment must be submitted within one month of creation, approved by the Board of Directors and paid only when sufficient funds have been allocated.

**Article 28 (Conformité) :**

Any matters not covered by these Articles of Association will be decided in accordance with the provisions of the Belgian law of June 27, 1921 "on non-profit associations, international non-profit associations and foundations".