

STATUTES OF THE ASSOCIATION EUROPÉENNE DES CHEMINOTS

(Definitive edition dated 31st July 2010)

CHAPTER I

DENOMINATION – CONTINUANCE – REGISTERED OFFICE – AIMS – activities of the association – administrative and working languages

ARTICLE 1. – Name – Period of constitution

An International Association without financial aims (AISBL) has been set up by all those who conform to these present Statutes with the title “Association Européenne des Cheminots” abridged to “A.E.C.” The two denominations, complete or abridged can be employed together or separately.

- This association is regulated by the Belgian law of 27 June 1921 concerning associations without financial aims, international associations without financial aims and foundations, modified by the law of 2 May 2002 and by the decrees of execution of the said law.
- All acts, bills, notices, publications and other documents emanating from the association shall mention the complete denomination “Association Européenne des Cheminots” and/or the abridged denomination “A.E.C.” as well as the registered address of the association.
- In particular, the Association has its own legal identity, independent of that of its members.
- The Association is responsible for the errors attributable to those appointed to office, or of the organs through which it exercises its will.
- This Association is constituted for an unlimited period and may be dissolved at any time.

ARTICLE 2. REGISTERED OFFICE

The Association has its registered address in a commune of the Brussels-Capitale Region and is at present established in the judicial district of Brussels-Halle-Vilvoorde at B-1000 Brussels, Square de Meeûs, 25.

This registered address may be transferred to any other place in Belgium by simple decision of the General Assembly as a matter of modification of the statutes.

ARTICLE 3. AIM

This Association has as aims friendly, cultural, social and scientific activities intended to develop a European spirit among the employees of the various European railway organisations, and international railway entities such as UIC/CER and European foundations, in liaison with such persons moved by the same spirit.

The Association does not seek any financial gain. However it may be remunerated for certain researches that it undertakes, notably studies relating to the various aspects of railway activity corresponding to the needs expressed explicitly by the European Commission or any other European organisation.

It is independent of political parties and of trade union or religious movements.

A.E.C. has been recognised as an International Association by the Royal Decree of 04/02/1985.

A.E.C. has also been recognised as a Non Governmental Organisation by the Council of Europe and conferred with consultative status with this institution (decision of 06/04/1977).

It has equally been recognised as a non governmental organisation with consultative status by the Economic and Social Council of the United Nations (ECOSOC) by decision E/2002 of 22/07/2002.

A.E.C. shares the objectives et ideals of these institutions and associates itself by means of certain aspects of their work.

The meaning of the word European includes reference to all countries represented at the Council of Europe and not simply those of the present European Union. However, and as in the case of the European Community, the association can establish privileged connections to cooperate with groups of railway people in neighbouring countries of the Europe defined above, notably within the frame of North/South dialogue. Nevertheless in such cases these groups of extra-European railway people may not be sections of this Association. They may be associates.

ARTICLE 3 b. Activities of the association.

To achieve its aim, the Association can have recourse at the European level to all appropriate means, and notably the following:

a) organisation :

- international meetings of its members of either formal or informal character;
- meetings, commissions, seminars or study groups relevant to the construction of Europe, the defence of railway activities in Europe and the European policy on railways;
- training sessions about Europe;
- exhibitions and other events intended to make known the results of work and studies undertaken, in particular those of the ad hoc commissions of the association;

b) participation in:

- working groups within the Council of Europe (Strasbourg) on the aforementioned topics. It possesses for this purpose a permanent representative at the Council of Europe. It also participates in works relative to the European Social Charter of the Council of Europe for which it has been recognised as having a right of recourse to;
- railway working groups within the ambit of the United Nations ECOSOC organisation for Europe (Geneva);

c) cooperation with other European organisations and movements;

d) production of publications, studies and periodicals

ARTICLE 4. ADMINISTRATIVE AND WORKING LANGUAGES

- The administrative languages are the languages of the countries where sections of the Association exist.

- The official text of the statutes and internal regulations is drafted in the French language, with translation into German, English and Italian. In the case of dispute, the French text takes precedence.

- The working languages are French, German, English and Italian. The minutes of the various meetings are drafted, by the European General Secretary, in the French and German languages. English language and Italian language versions will also be published with the logistical help of the sections concerned, which are charged with the undertaking of these translations to avoid constraining the European General Secretary in his activities. These last two translations shall be sent by the sections concerned to the Secretary General, who will hold them.

- The internal logistical help to the AEC for the translation and publication of these documents will be defined in the Internal Regulations. It involves the unpaid endeavour of the sections.

CHAPTER II. MEMBERS

ARTICLE 5. Effective members, other members, honorary members and benefactors (or supporters)

- The Association is open to Belgians and to those of other nationalities.

- There is no limit to the number of members; however it must always be at least three.

- The status of member is defined by each national section in accordance with the national arrangements indicated in its statutes, which are deposited with the European General Secretary. A distinction is introduced between effective members and other members. It is the prerogative of the sections to define this classification according to the national laws and traditions of each country, particularly for the spouses of effective members, their children and friends; also students and lecturers in educational establishments specialising in railways in certain countries. As a minimum, the following principles are to be observed:

- The association consists of three categories de members: the effective members, the other members and honorary members and benefactors (or supporters).

a) Effective members:

• belonging to this category are the persons (physical individuals) of diverse categories of public or private railway companies (railway businesses or managers of infrastructure within the sense of European directives 91/440, 2001/12, 13, 14) or of international railway bodies such as UIC/CIR, active or retired.

- The Administrative Council of the Association maintains at its registered address a register of the effective members of each country, according to the administrative rules in force in the country. However when national legislation prohibits the publication of the names of national members, it will not proceed with this registration. In such cases, for the internal management of A.E.C., the European Bureau of the Association may consult the national sections as to the state of its membership each year, without having the right to hold a copy. In other respects, in such cases, each national section shall communicate to the European Bureau, the national texts whereby the prohibition is effected, so that, if necessary, the European Bureau may communicate them to the competent authorities.

- All effective members have a right to vote.

b) "Other members": are, according to the criteria used by the sections, members other than effective members. However this latter category comprises as a minimum, the following two categories for all sections:

- the children of effective members.

- certain 'other persons', national or international, who represent other railway personnel who share the ideals of the Association, on condition that they are accepted by the General Assembly of the Association or the national General Assembly, in which cases they are national members.

The other members do not have a right to vote. These other members cannot have direct access to the financial and budgetary documents of the association. They can do so only through the intermediary of the effective members.

For the 'other persons', and on condition of the agreement of the European or National General Assembly, according to the circumstances, a forfeitable fee fixed by convention shall be charged. Their members, who do not have the right to vote, can, however, participate in all the events organised by the Association under the same financial conditions as the members of the Association.

c) Honorary member and benefactors (or supporters): former ministers of transport, members or former members of boards of railway administrations, all persons who favour railways or who have worked for the cause of the A.E.C.

- Within the frame of free circulation of citizens within the European Union, a member of one nationality may join a section of another country, on condition that that section accepts this membership. However, it shall communicate this information to the section of the nationality of origin of the interested party.

- Members incur no personal obligation in relation to the obligations of the Association.

ARTICLE 6. ADMISSION OF MEMBERS

a) The qualification of effective members and ordinary members and other members (except honorary members and benefactors (or supporters)) is conferred by the decision of the national sections after the submission of a membership form, signed and dated by the applicant, and confirmed by a membership card issued by the national section. The admission of 'other persons' on an international basis depends, however, on the agreement of the European General Assembly and their membership fees shall be credited to the European Budget; the membership of 'other persons' on a national basis depends, however, on the agreement of each section and their subscriptions accrue to the national budget;

b) Honorary member and benefactors (or supporters), of whom the candidature is proposed by the General Assembly or by an effective member shall be elected by the General Assembly, on the basis of a simple majority of its members present or represented.

ARTICLE 7. OBLIGATIONS OF MEMBERS

Each member undertakes through his/her membership to respect the current statutes and internal regulations of the Association and to pay his membership subscription on a regular basis.

ARTICLE 8. RIGHTS OF MEMBERS

All members of the Association have the right to benefit from all the services and events organised by the Association.

ARTICLE 9. RESIGNATION OF MEMBERS

- Any member may at any time resign from the Association. This may be done by sending a letter, fax or e-mail.
- Any member who resigns remains liable for his full subscription for the current financial year. He/she shall have no call on the budget of the Association and cannot claim a refund of membership fees that he has paid.

ARTICLE 10. EXCLUSION OF MEMBERS

- Any member of the Association who does not comply with the requirements of the statutes or the Internal Regulations (Standing Orders) or who deliberately impedes the aim of the aims of the association loses his membership.
- This power has the object of making, for practical reasons, a permanent delegation to each national office.
- It is only in the case where this exclusion cannot be dealt with at national level that it is referred up to the General Assembly of the Association.
- However in such cases where members of the European Bureau are unjustly offended in the execution of their duties, or if the said Bureau is offended collectively and unjustifiably, or the honour or reputation of the Association is compromised at the European level, the procedure of exclusion is within the sole jurisdiction of the General Assembly of the Association, which can be convened for an extra-ordinary meeting. In this case an ad hoc Commission, formed in accordance with the arrangements defined in the Internal Regulations, shall with obligation present initially an opinion, which shall be transmitted to the General Assembly. Nevertheless, such an opinion must not prejudice the sovereign decision of the General Assembly of the Association.
- Two criteria must then be respected:
 - a majority of two thirds of the votes of the members of each section, present or represented, having the entitlement to vote, is necessary if the proposed exclusion is to be referred to the General Assembly of the Association. Similarly, a majority of two thirds of the votes is required when the proposed exclusion has been dealt with by the National assembly, or in the instance of it being represented;
 - The interested party concerned must obligatorily have been heard by the said assembly.
 - The excluded member shall have no call on the budget of the Association and cannot claim a refund of membership fees that he has paid.
- It is stated that the European Bureau can, should the case arise, awaiting the outcome of the procedure for exclusion, suspend the member who is suspected of having committed a grave infraction of the Statutes or the Internal Regulations (Standing Orders) of the association or who deliberately impedes the aim of the association.

CHAPTER III

ORGANS OF THE ASSOCIATION : General Assembly, Administrative Council, European Bureau, National Committees.

ARTICLE 11. ORGANS OF A.E.C.

The organs of the Association Européenne des Cheminots are:

- a) a General Assembly
 - b) an Administrative Council
 - c) a group of directors at European level called the "European Bureau", forming part of the Administrative Council
 - d) groups of directors at national level called "National Committees".
- only the organs sub a), b) et c) are the organs in the sense of the law.

A. GENERAL ASSEMBLY OF THE ASSOCIATION

ARTICLE 12. COMPOSITION OF THE GENERAL ASSEMBLY

- The General Assembly of the Association is composed of all the effective members who have paid their subscriptions.

- However, for reasons of practicality and to limit the cost of operation, it is established that the effective members of each national section shall designate to the General Assembly a national delegation of their effective members, which shall be required to act on behalf of the total number of the effective members of their national section. Each delegation consists of at least two effective members chosen by the section. In addition to these two members each delegation is entitled to certain supplementary effective members, chosen by the section in accordance with the following formula:

- Up to 75 members: one further delegate
- Up to 150 members: two further delegates
- Up to 300 members: three further delegates
- Up to 600 members: four further delegates
- Above 600 members: one further delegate for each indivisible fraction of 300 members

- Certain specific cases of representation are dealt with in the internal regulations.

The members so designated have an equal right to vote in the General Assembly.

The practical organisation of the Assembly will be laid down in the Internal Regulations.

National sections which have not paid their capitation contributions are suspended until they have paid them.

ARTICLE 13. POWERS OF THE GENERAL ASSEMBLY

A meeting of the General Assembly is required for:

1. the amendment of the statutes;
2. the nomination and the dismissal of the administrators;
3. the vote for the nomination of members of the European Bureau and the nomination of two auditors (verifiers of accounts) (who should the occasion arise will be (qualified auditors));
4. the granting of concessions to the administrators and verifiers at the end of their mandate;
5. the approval of budgets and annual accounts of the Association expressing in particular the resources of the Association;
6. the dissolution and the liquidation of the Association ;
7. the exclusion of a member in the case where the exclusion cannot be dealt with at national level;
8. the creation of new sections or the dissolution of existing sections having lost their membership;
9. the designation of an honorary member or benefactor according to the provisions of article 7;
10. the admission of 'other persons' in accordance with the conditions laid down in article 6;
11. the approval of the Internal Regulations of the Association and all their modifications;
12. and in a general manner the exercise of the powers conferred upon it by the law and the statutes.

Any particular commission, decided by the General Assembly, with the intention of its being carried out by the Administrative Council must in all cases be allocated an ad hoc budget (example: research into new national sections). The conditions of this ad hoc budget will be decided by common accord with the European Bureau.

ARTICLE 14. MEETINGS OF THE GENERAL ASSEMBLY

The General Assembly shall meet on a date and in a place decided by the administrative council, at least once every three years. The frequency of these meetings is fixed in the

Internal Regulations. Financial and budgetary matters are mandatory items of the agenda for this Assembly.

The Administrative Council may convene extraordinary meetings of the General Assembly.

It must convene a meeting of the General Assembly within six months, if a request is formulated by at least four national sections representing 1/5 of the members.

The request thus formulated must indicate precisely the items to be placed on the agenda.

ARTICLE 15. CONVENING OF MEETINGS OF THE GENERAL ASSEMBLY

- The convening of ordinary and extraordinary meetings of the General Assembly is sent by the European General Secretary to the Presidents of the national sections, who are responsible for their distribution. The convening documents are sent to the effective members by post, by fax or by e-mail at least 2 (two) months before the assembly. They contain the agenda and the special procuration permitting any effective member to be represented in accordance with article 12, sub-section 3

- The agenda is prepared by the European General Secretary: he must take account of the questions that must be put by obligation to the General Assembly as well as any proposal signed by a member of the European Bureau, a national President or at least 20 members and which must be received at least 4 months before the meeting of the General Assembly. This agenda shall be submitted to the Administrative Council for approval.

ARTICLE 16. DELIBERATIONS OF THE GENERAL ASSEMBLY

1. At the opening of the meeting, the assembly elects a chairman and a secretary of the meeting, to establish the minutes. Together they form the office.

2. The General Assembly debates validly however many effective members are present or represented. Decisions are made by simple majority of the votes of the effective members present or represented.

3. However, the General Assembly cannot debate validly on amendments to the present statutes unless the proposed modifications are specifically indicated on the agenda sent with the convocation and unless at least 2/3 of the effective members present and represented, with the right to vote, are present. If this condition is not met, a second assembly shall be convened within 3 months of the 1st Assembly, which can debate validly however many of the effective members are present or represented.

4. Any statutory modification can only be adopted by a majority of at least 2/3 of the votes of the effective members present or represented.

5. The modification which impinges on the aim of the association or the dissolution and liquidation of the association can only be adopted by a majority of 4/5 of the votes of the effective members present or represented, the rule for the quorum being as indicated at point 3 above.

6. The exclusion of a member can only be decided with a quorum in accordance with point 2. and a majority in accordance with point 4.

7. In the case of a tied vote, the vote of the chairman of the meeting is preponderant.”

8. The decisions and resolutions taken at the time of a General Assembly are binding on the Association and shall be communicated in writing to all the Presidents of national sections with a view to being disseminated to all the effective members of their sections, whether or not they have attended the General Assembly. These minutes devolve upon the President of the General Assembly. The languages of transmission of these decisions are those indicated in article 4. A copy of this document must also be addressed to the President of the Administrative Council, as defined in Article 18. The President of the Administrative Council shall delegate to the European General Secretary, the duty of distributing the minutes to the members of the Council as defined in Article 18

9. The distribution to interested parties should be preferably by e-mail, whenever this is possible.

10. The members of the Administrative Council can assist as scrutineers at the General Assembly, but may not participate in voting.

11. Any third party justifying an interest in the Association and all the members can consult the minutes and decisions of the General Assembly at the registered address of the Association.

12. Copies or extracts of the minutes to be produced in court or elsewhere are to be signed by the European General President or the European General Secretary or by whichever person is delegated to do so.

B. ADMINISTRATIVE COUNCIL

ARTICLE 17. Management and representation.

The Association Européenne des Cheminots is represented and administered by an Administrative Council.

ARTICLE 18. COMPOSITION OF THE ADMINISTRATIVE COUNCIL

The Administrative council consists of the members of the European Bureau and the national representatives who are not members of the General Assembly of the Association.

It is constituted from two categories of members:

- a) The members of the European Bureau defined in Article 23 of the statutes, elected by the General Assembly.
- b) two representatives of each national section and also two deputy representatives appointed by the General Meeting of each national section and named by the General Assembly of the said Association.

- The President of the European Bureau is also the President of the Administrative Council. The term of office of the administrators is 3 years, renewable once following the first term. This applies to the members of the European Bureau and to the representatives of the national sections constituting the Administrative Council
- Their function ends by death, resignation, civil incapacity or being placed under provisional administration, revocation and expiry of term of office. The resignation of an administrator must be addressed in writing to the President of the Administrative Council and accepted by the Administrative Council.
- The administrators can be dismissed by the General Assembly in the case of non-conformity with the statutes, incapacity in the exercise of their functions or by way of sanction for any action or omission gravely injuring the interests of the Association (impeding the realisation of the aim, risks to the reputation of the Association etc.).
- The dismissal of an administrator is pronounced by the Administrative Council deliberating according to the quorum and voting majority of the members present or represented, as shown in article 21 of the statutes.
- The administrators attract no personal obligation relative to the activities of the Association. Their responsibility is limited to the execution of the mandate they have received and to the errors they have made in their management.
- The representatives of the national sections have the right to vote as administrators only if the capitation for their national section has been paid to the European Treasurer for previous years and the current year, prior to the vote.
- The mandate of the administrators will exercised free of charge other than by contrary decision of the General Assembly.

ARTICLE 19. POWERS OF THE ADMINISTRATIVE COUNCIL

1. The Administrative Council has the widest powers for the administration and management of the association. All powers that are not expressly reserved for the General Assembly are within the competence of the Administrative Council.

2. The European General Secretary prepares the meetings of the General Assembly, establishes the agenda for these, in agreement with the European General President and submits it for the approval of the Administrative Council.

- In the interval between meetings of the General Assembly, the Administrative Council assures the continuity of policy and the activities of the Association.

3. The Administrative Council can delegate the daily management of the Association as well as its representing it as concerns that management, as indicated hereafter.

4. The Administrative Council may also partially delegate powers to one or several of its members for specific tasks. If necessary, in certain cases, it can call upon persons outside the Council. Technical commissions will be created at the first statutory meeting of the Council to deal with current problems entrusted to one or several administrators. In principal the institutional relations at European level fall upon the President of the Administrative Council.

- It can determine the studies to be undertaken, paid for or otherwise, in so far as they are compatible with the objects of the association.

5. The Council can take note of the annual accounts of each national section. It deliberates on the report on the management and the activities of the Association taking special note of the analysis of the financial accounts and budget(s), the annual accounts of the Association, and provisional budget for the forthcoming years with a view to their approval by the General Assembly; these documents being prepared by the European Treasurer.

- The European Treasurer replies, if necessary, both for the annual accounts and previous accounts and for requests made by the authorities of the country wherein the statutes of this Association are deposited. He is charged with a permanent power of control and audit within the realm of the Association, except by application of article 53 §5 of the (Belgian) law of 27 June, one thousand nine hundred and twenty-one.

6. The Administrative Council can encompass specialised commissions, of which the nature and composition it shall decide and which shall report only to it.

7. Each meeting of the Council will have an agenda, sent out by the General Secretary in the name of the Council in the languages stated in article 4. To do this he takes the advice of the members of the European Bureau. The convocations are sent out by the European General Secretary. These convocations contain the agenda and the procuration permitting the administrators to be represented.

These convocations are sent out three months prior to the meeting:

1 -to each member of the European Bureau;

2 -to each representative of the national sections, through the intermediary of their national President;

3 -to the Chairman of the last General Assembly and to each national President;

8. At the end of each meeting of the Administrative Council, the European General Secretary produces minutes of its proceedings in the languages stated in article 4 of the Statutes.

- These minutes shall be sent within two months following the date of the meeting:

1 -to each member of the European Bureau;

2 -to each representative of the national sections, through the intermediary of their national President;

3 -to the Chairman of the last General Assembly and to each national President;

- These documents should be sent preferably by e-mail, wherever possible.

9. The copies or extracts of the minutes to be produced in court or elsewhere are to be signed by the European General President, the European General Secretary or by whichever person who is delegated to do so.

ARTICLE 20. Meetings of the Administrative Council

The Administrative Council meets at least twice per year and further, whenever circumstances require it. The places and dates of the meetings are fixed by the Administrative Council.

The convocation accompanied by the agenda and the procuration is addressed by the European General Secretary according to the means described in article 19 of the statutes.”

ARTICLE 21. Deliberations of the Administrative Council

- The Administrative Council is chaired by the European General President or, in case of absence by the European General Vice-president; or in his absence by the chairman of the meeting chosen from among the members present.

- The Administrative Council cannot deliberate unless at least half of the administrators are present or represented.

- The administrators, other than the members of the European Bureau can be represented by another administrator, by means of the procuration annexed to the convocation.

- The agenda is adopted at the beginning of the meeting; it cannot discuss any other subject except by unanimous resolution of all the administrators present.

- The decisions of the Administrative Council are taken by simple majority of the administrators present or deemed to be represented according to the principle, one man one vote.

The members of the European Bureau also participate in the vote.

- In the case of a tied vote, the vote of the European General President, the European General Vice-president or the Chairman of the meeting predominates.

ARTICLE 22. Representation of the Association

1. Organ – The Administrative Council represents the Association in all acts of national and European civil life.

2. Representation –The Association is represented in all acts including those where a public functionary or ministerial officer is involved:

- either by the European General President, the European General Secretary or the European Treasurer acting jointly in pairs.

- or within the limits of daily management by the European General President.

- Otherwise it is represented by special representatives within the limit of their mandate.

3. Legal Actions

The association is represented in legal actions such as require defence by its Administrative Council, prosecutions and trials by the European General President or by an administrator, delegated to do so.

4. Special mandates

4.1. The European General Treasurer is charged with the management of the European funds of the Association and fixing of the annual amounts to be paid by the national sections to the European budget.

4.2. If the European General Treasurer or the Assistant European General Treasurer are not members of the Belgian section, a delegation of powers is conferred by the European General Treasurer so that the treasurer of the Belgian section may represent the financial interests of the Association with the competent Belgian authorities.

C. EUROPEAN BUREAU

ARTICLE 23. COMPOSITION OF THE EUROPEAN BUREAU

The European Bureau forms part of the Administrative Council and is composed of:

- a) The European General President
- b) The European General Vice-president
- c) The European General Secretary
- d) The Deputy European General Secretary
- e) The European General Treasurer
- f) The Deputy European General Treasurer

The members of the European Bureau are members of the Administrative Council and as such named by the General Assembly; the mandate of the members of the European Bureau is exercised without payment.

The current members of the European Bureau do not represent the interests of their national sections but those of the totality of the Association which, by definition, have a transnational character. This personal commitment must be made orally by each newly elected member of the European Bureau before the Administrative Council which has presented their candidature.

Every section whatever its size has the right to present candidates. No section may be denied this right, whatever the motive.

The Administrative Council must ensure as far as possible a good representation of countries within the European Bureau.

Only the declared competences of the candidates must constitute the criteria of choice.

Among these competences should figure a good knowledge of the European institutions and issues and of the organisation of European railways. Linguistic competence in communication constitutes an important asset.

ARTICLE 24. Election of the European Bureau – Day to day management

- The members of the European Bureau are elected by the General Assembly and must not be members of a national committee.
- In the case where one or several posts of the European Bureau is/are not filled because of lack of candidates, the sovereign General Assembly takes such measures as are necessary.
- A provisional list of candidates is produced at the penultimate meeting of the Administrative Council. Before the election, each section can announce its section's candidates to the sovereign General assembly.
- They are chosen from among the members of the Association whatever the original status of these members. In consequence, non-railway members can occupy posts but the European President and European Vice-president must in all cases come from the railway world.
- The vote takes place by secret ballot according to the principles of organisation defined in the Internal Regulations.
- The European General President, the European General Secretary and the European General Treasurer must not belong to the same national section except when no other national section presents a candidate for these posts.
- The European Bureau is renewed at the same time as the Administrative Council, according to the rules stated by article 18 of the statutes.
- The said Bureau remains in office until the election of the next European Bureau.
- The European Bureau is charged with the day to day management of the Association and the representation of the Association in so far as this management is concerned, in accordance with articles 19 and 22 of the statutes.

D. NATIONAL COMMITTEES

ARTICLE 25. Composition of the National Committee

- The National Committee is the directing organ of its national section; it is an internal organ of the present association.
- Each National Committee shall consist at the minimum of:
 - a national President
 - a national Secretary
 - a national Treasurer

The (annual) general meeting of each national section may name other officers within the framework of their National Committee. The duration of the term of office of the officers of a national section may differ from that of the members of the European Bureau.

ARTICLE 26. SECTIONS

- The Association Européenne des Cheminots is organised in national sections of which the statutes conform to the national rights of each country and which reflect the objectives and ideals of the European association. The publication of a national constitution is a required condition to the formation of a national section of the present association.

In order to be constituted and admitted to the Administrative Council, it must comprise at least 25 members and have constituted its national committee. Otherwise, its members shall be associates of a neighbouring section until these conditions are fulfilled.

- National sections consist of:

- o National committees
- o Regional committees
- o members of sections
- o members as defined in article 5

- The national sections may form their regional branches according to the concentration and number of members around certain centres. These regional branches nominate their own regional committees, of which the structure shall copy that of the national committee.

These Sections thus constituted shall send to the European Bureau the composition of their national committee after each national general meeting.

Each year, before 31st May they shall send the number of their members to the European Treasurer, together with their capitation payment.

CHAPTER IV. RESOURCES

ARTICLE 27. RESOURCES

The resources of the Association are assured by:

1. the (annual) subscriptions of effective members and other members,
2. the payments by honorary members and benefactors (or supporters),
3. grants by public bodies, European and administrative institutions ,
4. the profit from festivities and events (and subsequent sale of publications),
5. gifts and legacies. With the exception of gifts by hand, all liberality either by a living person or as a bequest from a will, for the profit of the Association must be authorised by the (Belgian) Minister of Justice or his deputy. Nevertheless, this authorisation is not required for the acceptance of gifts of which the value does not exceed 100 000 (one hundred thousand) Euros.
6. the income relative to certain studies concerning railway affairs, at the request of certain European organisations, or of the European Commission.

ARTICLE 28. ANNUAL SUBSCRIPTIONS

- The effective members and other members pay their annual capitation to the European treasury of the present Association at the latest by the date fixed in the Internal Regulations (standing orders).
- The amount of annual subscription of the said members is determined by the national committee of each national section, taking account of the specific conditions in each country, duly approved by the Administrative Council of the present Association.
- In the case of non payment of their capitation by the date fixed in the Internal Regulations (standing orders), the right to vote of the national section is suspended until payment of the capitation is made, as follows:
 - at the General Assembly, the effective members forming the representative delegation of the national section are deprived of their vote in accordance with Article 12 of the statutes.
 - in the Administrative Council, the two representatives of each national section or their representatives are deprived of their vote in accordance with article 18 of the statutes.

CHAPTER V. FINANCIAL ACCOUNTING. – Closing of accounts

ARTICLE 29 : FINANCIAL YEAR – Social account

The financial year commences on the 1st January and ends on the 31st December of each year.

CHAPTER VI. INTERNAL REGULATIONS (Standing Orders)

ARTICLE 30.

In executing these present Statutes, a set of Internal Regulations of the Association Européenne des Cheminots shall be submitted on the proposal of the Administrative Council and adopted by the General Assembly on the basis of the simple majority of the members present or represented.

CHAPTER VII. LIQUIDATION

ARTICLE 31. DISSOLUTION AND LIQUIDATION

- Any proposal having the object of the dissolution and liquidation of the Association must emanate from the Administrative Council or from half of the (effective) members of the Association.
- In this last case, the European General Secretary will inform the Administrative Council within the ...* months/days of receipt and fix, in agreement with the Administrative Council, the date of the meeting of the General Assembly, which shall decide on the proposal.
- The General Assembly shall determine the destination of the heritage of the Association, which must be assigned to an impartial end which most closely approaches the aims for which the Association was created.
- The assignment of credits may be proceeded with only after the discharge of debts.

CHAPTER VIII

ARTICLE 32. VIRTUAL MEETINGS

In exceptional circumstances the European Bureau may proceed to hold virtual meetings via the Internet subject to the conditions laid down in the Internal Regulations and under the control of the European General Secretary, on condition that :

- the meeting called has an authenticated reason,

- that there is no question of a statutory meeting as provided for in the Statutes (Administrative Council or General assembly) or of a supplementary extraordinary meeting,
- ensure that the national committees and the European Bureau are mutually informed in real time and at the same time,
- That each national section is given a sufficient time to react, as laid down in the Internal Regulations.

- If such conditions are fulfilled, the vote by e-mail has the same effects as a vote in real time, each section possessing naturally the number of votes laid down in the Statutes for the category of meeting under consideration.

- The European General Secretary or another member of the European Bureau is to bring to the knowledge of all concerned all the results of the poll thus obtained, in conformity with Article 19.

- The vote takes place under the same conditions of quorum and required majority as stated in article 16 of the present statutes, for Extraordinary Meetings of the General Assembly and by article 21 for meetings of the Administrative Council.

- The European General Secretary brings the results of the ballot to the knowledge of all.

- The minutes by e-mail shall be signed at once by means of electronic signature by the persons listed hereafter,* then printed immediately to be signed by the European General President.

- copies of or extracts from the minutes to be produced in court or elsewhere are to be signed in accord with articles 16 and 19.9 of the statutes.

CHAPTER IX. GENERAL DISPOSITIONS

ARTICLE 33: APPLICABLE LEGISLATION

Anything not specified by these present statutes shall be regulated by the Belgian law of 21/6/1927 concerning associations without financial aim, international associations without financial aim and foundations, and its Royal assent as amended by the law of 2/5/2002 and its Royal assent.

ARTICLE 34: LEGAL COMPETENCE

For all litigation between the association, its members, administrators, commissioners and liquidators relative to the affairs of the association and to the execution of these present statutes, exclusive competence is attributed to the Tribunals of the registered address unless the Association expressly renounces this.

ARTICLE 35: ELECTION OF HOME ADDRESS

For the execution of the statutes, each member, administrator, member of the European Bureau, commissioner, liquidator, living abroad elects to give his home address to the registered office of the Association, where all communications, summonses, assignations, notices may made to him/her validly.

[Definitive text translated from the text of the French version signed in Brussels on 24th November 2009, as modified to conform to the definitive text of the minutes of the Extraordinary General Meeting of 21st September 2009. This edition supersedes all previous translations of the statutes into English]