

STATUTES

of the

« European Conference of Transport Research Institutes
(ECTRI) »

The Association is an international non-for-profit association governed by the provisions of the Title III of the law of 27 June 1921 on non-profit making associations, international non-for-profit associations and foundations. It is established between the undersigned and all other entities, which would adhere later to these Statutes. The current laws, as from time to time amended, and the following Statutes shall govern it.

ARTICLE 1 – NAME, OFFICIAL ADDRESS AND REGISTRATION

- 1.1 The name of the Association is: "European Conference of Transport Research Institutes", abbreviated as "ECTRI".
- 1.2 The place of the Head Office of the Association is established in the judicial district of Brussels (Belgium), at 1050 Brussels (Ixelles), rue du Trône 98. It shall thus be governed by and registered according to the Belgian laws.

The Head Office may be transferred to any other location in Belgium upon a decision of the Assembly of Members in accordance with Article 11 and published in the *Annexes* to the *Moniteur Belge*.

- 1.3 The Association may have offices in other countries.

ARTICLE 2 – TERM OF THE ASSOCIATION

The Association is established for an indefinite term. It may be dissolved at any time in accordance with the law and the present Statutes.

ARTICLE 3 – OBJECTIVE AND ACTIVITIES

- 3.1 The objective of the Association is to promote integrated transport research and development in Europe.
- 3.2 The Association shall realise its objective as a network of research centres between its Members and shall also provide a platform for the establishment of further research networks. It shall in particular:
 - promote co-operation in transport research;
 - create a platform of exchange for the development of research networks;
 - participate in the structuring of the European Research Area by networks of mobility and training and studies on research infrastructures;
 - stimulate the participation of its Members in European R&D projects in the field of transport.
- 3.3 The Members of the Association may in accordance with the laws and these Statutes inform other entities or organisations in their country on the Association's activities.

ARTICLE 4 – MEMBERS OF THE ASSOCIATION

- 4.1 Any research establishment or entity with head offices in Europe and full legal personality as established in the respective European country may be accepted as a Member of the Association provided that such establishment or entity is tasked with activities of public interest in the field of transport research and provided that such establishment or entity conducts considerable research activities in transport and is well recognized in its field. There shall be no legal right or title for any organisation or entity to be admitted as a Member.

- 4.2** Membership is established by a written request to be admitted as a Member and a decision of admittance adopted by the Assembly of Members in accordance with Article 11. The Assembly of Members will resolve upon admittance within six months. The President will inform the applicant in writing about admittance or refusal.
- 4.3** Before a decision of admittance or refusal is formally taken by the Assembly of Members, a dialogue process is established between the applicant and at least three Members, appointed by the Board upon application including one Member from the applicant's country, if already represented, in order to check the applicant's added-value for the Association. Depending of the outcomes of the dialogue, the admittance or refusal of this applicant, as Member, is proposed to the approval of the Assembly.

ARTICLE 5 – END OF MEMBERSHIP

- 5.1** The membership ends:
- in case a Member has ceased to exist;
 - in case of termination by a Member as set forth in Article 5.2.;
 - in case of termination by the Association as set forth in Article 5.3.
- 5.2** A Member can terminate its membership per the end of a calendar year by giving notice to the Board of the Association not later than three months before the end of such calendar year.
- 5.3** The Association terminates a membership by sending a registered letter (joint notice from the President and one other Board member) to the Member either
- if a Member has not paid its membership fee for the preceding year, or otherwise,
 - for any other substantial reason, upon resolution by the Assembly of Members in accordance with Article 11.
- 5.4** If membership ends in the course of a financial year, the annual membership fee shall remain due for the full year.

ARTICLE 6 – OBLIGATIONS OF THE MEMBERS

Members are obliged:

- a. to comply with these Statutes, the internal regulations and the resolutions of the Association;
- b. to pay an annual membership fee, as determined by the Assembly of Members, which shall be due not later than 31st March of each calendar year;
- c. to provide – as a part of the annual membership fee – in kind contributions as proposed by a Member and determined by the Assembly of Members, which shall be due as set forth in the respective Assembly resolution;
- d. to regularly inform the other Members on the kind of their research activities in the field of transport and to the extent as published or publicly available, to inform on the general research results and any patents or other intellectual property rights obtained from such research;
- e. to adhere to the intention and framework provisions of cooperation between and among the Members with respect to research activities as laid down in the guidelines for cooperation which are part of the internal regulations of the Association.

ARTICLE 7 – FINANCES OF THE ASSOCIATION

7.1 The Association is a non-profit organisation.

7.2 The Association shall be financed by:

- membership fees, including in kind contributions, from its Members;
- full cost reimbursements from Members and third parties for expenditures made by the Association within the scope of its activities, including its activities in connection with publications or actual organisation of seminars or other events organised by the Association;
- any other income either from its Members or third parties.

7.3 The amount of the annual membership fee and, if deviating from the general provision of Article 6 b., the due dates of payment or contribution will be proposed within the framework of the annual budget to be submitted by the Board and determined by the Assembly of Members in accordance with Article 11. The obligation of the Members to carry out their commitments shall, where necessary, be subject to the approval of respective funds by the competent budget authorities.

7.4 The Association may not take up any loan nor may it grant a loan or give any kind of guarantees in favour of its Members, employees or in favour of any other third party. The Association may however acquire all property, whether real or movable, enter into all contractual undertakings, accept donations, sell its property and transfer the same in accordance with legal provisions, the present Statutes and all amendments thereto, insofar as they are necessary or useful to the achievement of its objectives.

ARTICLE 8 – REPRESENTATION OF MEMBERS' INTERESTS

Within the scope of its objective the Association may represent its Members towards international or national organisations, whether governmental or non-governmental, in order to promote its Members' interests, on the understanding that no obligation or liability whatsoever for one or more Member(s) may be incurred without the prior written approval from such Member(s).

ARTICLE 9 – ORGANISATION OF THE ASSOCIATION

The Association is organised and managed by its Assembly of Members (cf. Articles 10 and 11); its Board (cf. Articles 12 through 16); and any additional committees as may be established by the Assembly of Members (cf. Article 10.6). The Assembly of Members and Board are assisted by a Secretariat composed of a Secretary General and staff (cf. Articles 17 and 18).

ARTICLE 10 – ASSEMBLY OF MEMBERS

10.1 The Assembly of Members is the highest organ of the Association and may resolve on any matter of the Association's activity.

10.2 Each Member shall appoint one representative to the Assembly of Members. A representative may be accompanied in the meeting of the Assembly of Members by one or more advisers. Members may be represented at a meeting by the representative of another Member by means of a proxy given in writing, by fax, by e-mail. Each Member can represent only one other Member.

10.3 The Assembly of Members shall be convened by the Association's President with a notice period of not less than four weeks. It shall be convened whenever the President, Vice-President, Treasurer or when four Members so require, but at least twice a year.

The notice of convocation must indicate date, time and place of the meeting and be accompanied by a draft agenda proposed by the Board.

Any Member's representative may propose agenda items which, in the case of a proposed resolution by the Assembly of Members, shall be communicated to the President not later than 6 weeks in advance to the Assembly of Members and forwarded in copy to all Members' representatives with the notice convening the Assembly meeting, or which, in the case of a discussion item, shall be communicated to the President and the Members' representatives in the Assembly not later than ten days in advance to the Assembly of Members.

- 10.4** An Assembly of Members shall be convened and held within six months after the end of a financial year. This Assembly shall decide on the Association's annual accounts, the discharge of the Board members regarding the previous financial year and the membership fees of the forthcoming financial year.
- 10.5** The Assembly of Members shall elect the Association's President, Vice-President, Treasurer as well as the other members of the Association's Board from the lists of candidates of representatives of the Members, who may be nominated by any of the Members and as set forth in the internal regulations of the Assembly. The Assembly shall also have the power of revoking the appointment of any Board members.
- 10.6** The Assembly of Members may establish any advisory committees it deems necessary for the proper functioning of the Association's organisation and management. In the resolution to establish such committee, the Assembly of Members shall also determine the advisory tasks of such committee and, if need be, its internal regulations including, without limitation, terms of appointment of the members of such committee. This procedure shall also be followed to constitute any scientific advisory committees.
- 10.7** The meetings of the Assembly shall be chaired by the Association's President. In the President's absence, the meeting shall be chaired by the Vice-President and in the Vice-President's absence the Assembly of Members will appoint a chair of the meeting.
- 10.8** The meetings of the Assembly and its resolutions shall be minuted by the Secretary General. In the Secretary General's absence, the Assembly shall elect from among its attendees the person who shall minute the meeting. The minutes shall be kept at the registered office of the Association where each Member may consult them.
- 10.9** Further provisions on the convening of the meetings of the Assembly of Members, agenda, requests on resolutions, election of Board members, etc. may be laid down in the internal regulations of the Assembly to be adopted by the Assembly of Members in accordance with Article 11.

ARTICLE 11 – RULES OF THE ASSEMBLY OF MEMBERS

- 11.1** Each Member has one vote.
- 11.2** A quorum of the Assembly of Members shall be constituted when one half of the Members are represented, either by its representative or by proxy.
- 11.3** Resolutions of the Assembly of Members shall be adopted by a simple majority of the votes of the Members represented, unless these Statutes require otherwise.
- 11.4** The following resolutions of the Assembly require a two-thirds majority vote of the Members represented:

- admittance of new Members and the termination of membership by the Association, if Article 5.3 requires a resolution by the Assembly of Members;
- approval of the Association's annual accounts and discharge of the Board members;
- adoption of the Association's annual budget or any amendment thereto;
- determination of the annual membership fee to be paid by the Members and in kind contributions to be made by the Members;
- any amendment of these Statutes, including without limitation, change of the place of the Association's Head Office;
- any change in the Association's objective, such as e.g. to include the conduct of transport research activities by the Association on its own account, whether such activity be conducted generally or on a case-by-case basis;
- adoption and amendment of any internal regulations of the Assembly of Members or of the Association in general;
- the dissolution of the Association.

ARTICLE 12 – BOARD

12.1 The Board shall consist of five to seven Board members, including the President of the Association, its Vice-President and Treasurer. All Board members shall be elected and appointed by the Assembly of Members for a period of two years from lists of candidates of representatives of the Members who may be nominated by any of the Members. Re-election for the same post is only possible for one more term of two years, with exception for the Treasurer who may be re-elected for additional terms. Any former Board member elected twice may be re-elected for another term within the Board but to a different post than the one previously held.

Revocation of appointment and voluntary retirement of Board members is possible.

12.2 A Board member shall cease to be member of the Board:

- upon the member's death;
- upon the member's voluntary retirement;
- upon revocation of appointment as a representative of a Member of the Association;
- because the membership of the Member represented by the Board member terminates;
- upon dismissal by the Assembly of Members.

The successor of a Board member will be elected by the Assembly of Members not later than within a period of three months from the cessation of Board membership. Such vote may also be conducted in writing, by fax or e-mail, if the representatives of all Members have communicated their agreement with such a procedure.

The successor of a Board member shall be elected for the remaining term. This remaining term shall not be counted with regard to the re-election provisions mentioned above.

12.3 The Board shall manage and administer the Association's activities and conducts the affairs of the Association, with the exception of powers reserved to the Assembly of Members, and in accordance with the applicable laws and these Statutes.

In particular, the Board has the following tasks:

- implementation of the decisions of the Assembly of Members;
- preparation of the annual budget for each year and any amendment thereto during the course of the year to be submitted to the Assembly of Members for adoption;

- administration of the Association's finances and preparation of the annual accounts (financial statement) as a main responsibility of the Treasurer who shall be assisted in this task by the other Board members;
- adoption and proposal of the Association's annual accounts (financial statement) for approval by the Assembly of Members;

12.4 The Board may be assisted by the Secretary General and/or the Secretariat staff as set forth in Articles 17 and 18 and, in accordance with these Statutes and the Association's internal regulations, may delegate signature (délégation de signature) to the Secretary General and/or staff members of the Association's Secretariat for the tasks related to the daily administration of the Association. Conditions for delegation of signature are defined in the Association's internal regulations.

ARTICLE 13 – MEETINGS OF THE BOARD

13.1 The convocation of Board meetings must be addressed by the President to the Board members by letter, fax or e-mail at least 15 days before the meeting, except if all members have agreed on a shorter time limit as well as on date and place of the meeting. The notice of convocation shall include the draft agenda along with all necessary documents.

13.2 The Board shall meet personally whenever the President or two Board members so require(s).

13.3 If all Board members agree to do so, resolutions of the Board may in certain cases also be adopted in writing, by fax or e-mail.

13.4 The meetings of the Board and its resolutions shall be minuted by the Secretary General. In the Secretary General's absence, the Board shall elect from among its attendees the person who shall minute the meeting. The minutes shall be kept at the registered office of the Association where each Member may consult them.

13.5 Further provisions on the tasks delegated by the Assembly of Members to the Board and the distribution of tasks among the Board members, to the extent as not provided for in these Statutes, shall be laid down in the internal regulations to be adopted by the Assembly of Members in accordance with Article 11. Further details of the meetings of the Board, e.g. notices, convocation (etc...) may be laid down in internal regulations of the Board to be adopted by a two-thirds majority vote by the Board members.

ARTICLE 14 – DECISIONS BY THE BOARD

14.1 Each Board member has one vote.

14.2 A Board member may be represented by another Board member by means of a proxy given in writing. A Board member may only represent one other Board member.

14.3 The Board shall adopt its resolutions by a two-thirds majority vote of its members present or represented and can adopt decisions only, if four Board members are present or represented. Resolutions in writing, by fax or e-mail are validly adopted only, if all Board members have communicated to each other their agreement with such procedure and have communicated their vote.

ARTICLE 15 – PRESIDENT, VICE-PRESIDENT

The President, who in these Statutes is also referred to as the “President of the Association”, is mainly responsible for the representation of the Association towards third parties and other organisations and shall in accordance with these Statutes as well as the decisions by the Assembly of Members and the decisions of the Board :

- be responsible for legally representing the Association vis-à-vis third parties acting jointly together with another Board member ;
- preside over the meetings of the Board members ;
- preside over the meetings of the Assembly of Members ;
- conduct the public relations of the Association and promote its activities towards third parties.

The President may be assisted by the Secretary General and/or the staff members of the Association’s Secretariat as set forth in Articles 17 and 18 and may delegate signature (délégation de signature) to the Secretary General.

The Vice-President shall take over the tasks and responsibilities as well as the authority of the President in case of the President's unavailability.

ARTICLE 16 – TREASURER

The Treasurer assures and supervises the good financial management and accounting of the Association and in particular shall in accordance with these Statutes as well as the decisions by the Assembly of Members and the decisions of the Board:

- administer the Association’s finances and effect payments,
- maintain and supervise the Association’s book keeping, and
- assisted by the other Board members, prepare the Association’s annual accounts (financial statements), annual budget and amendment thereto.

The Treasurer may be assisted by the Secretary General and/or staff members of the Association’s Secretariat as set forth in Articles 17 and 18 and may delegate signature (délégation de signature) to the Secretary General.

ARTICLE 17 – SECRETARY GENERAL

17.1 A Secretary General may be employed and paid by the Association, if decided so by the Assembly of Members within its adoption of the annual budget or any amendment thereto.

The Secretary General is appointed by the Board. He/she is not a Member of the Assembly of Members or of the Board; therefore he/she shall not have voting rights in these bodies.

The Secretary General is responsible for the overall organisation of the Association’s activities in accordance with the applicable laws and these Statutes as well as the decisions of the Assembly and of the Board.

In particular the Secretary General shall:

- organise the Assembly of Members and Board meetings;
- and supervise the archives of the Association.

The Secretary General shall attend Board and Assembly meetings except when items are related to his/her own personnel status. He/she shall report directly to the Board and assure that the decisions taken by the Board and Assembly are implemented.

- 17.2** The Secretary General may be assisted by staff members of the Association's Secretariat as set forth in Article 18. The Secretary General is the head of this staff.
- 17.3** In accordance with these Statutes and the Association's internal regulations, the Board may delegate signature (délégation de signature) to the Secretary General for the tasks related to the daily administration of the Association. Conditions for delegation of signature are defined in the Association's internal regulations.

ARTICLE 18 – SECRETARIAT OF THE ASSOCIATION

- 18.1** In order to carry on the organisational tasks of the Association, a Secretariat may be established.
- These tasks, among others, include assisting the Members, the Board and the Secretary General whenever needed, and disseminating and advertising on the Association's and results on a large scale.
- 18.2** To staff the Secretariat, the Association may employ personnel of its own in addition to the Secretary General, if decided so by the Assembly of Members within its adoption of the annual budget or any amendment thereto.
- 18.3** The Secretariat staff may also consist of personnel made available by any of the Members on a full-time or on a part-time basis. An agreement signed between the Member and the Association shall rule the modalities of such secondment.
- 18.4** Costs for personnel made available by a Member may be reimbursed to that Member by the Association or accounted to such Member's membership fee, pursuant to a respective decision by the Assembly of Members.
- 18.5** In accordance with these Statutes and the Association's internal regulations, the Board may delegate signature (délégation de signature) to the staff members of the Secretariat for the tasks related to the daily administration of the Association. Conditions for delegation of signature are defined in the Association's internal regulations.

ARTICLE 19 – REPRESENTATION OF THE ASSOCIATION

The Association is legally represented vis-à-vis third parties, including in court or in front of public officials, by the President acting jointly together with any one of the other Board members.

ARTICLE 20 – FINANCIAL YEAR, ANNUAL ACCOUNTS

- 20.1** The financial year shall be the calendar year, from 1 January to 31 December.
- 20.2** Within three months after the end of each financial year, the Treasurer shall prepare the Association's annual accounts for adoption by the Board and approval by the Assembly of Members.
- Within six months after the end of each financial year, the Board shall submit the Association's annual accounts of the previous financial year for approval of the Assembly of Members. Together with this decision, the discharge of the Board for the financial year concerned shall be proposed to the Assembly of Members for approval.
- 20.3** Each year, the Board shall prepare and submit to the Assembly of Members before the first day of November, and based on the decision of the Assembly of Members on the membership fees taken in the previous Assembly, the annual budget for the forthcoming financial year, and any amendment thereto, for adoption within the Assembly of Members.

- 20.4** The annual accounts, the annual budget and any amendment thereto, shall be submitted together with the notice convening the respective Assembly not later than four weeks before the date of the Assembly of Members. The annual accounts shall consist of and be accompanied by the balance sheet, the profit and loss account with explanatory notes, a report from the Board on the financial and administrative situation of the Association and, if required, the auditors' report and certificate.

ARTICLE 21 – AUDITING

- 21.1** The annual accounts of the Association shall be audited by external auditors, if requested by any Member or if the conditions laid down in Article 35 of the law of 27 June 1921 are met. The Assembly of Members shall determine the auditors who shall be proposed by the Board.
- 21.2** The auditor(s) shall audit the financial situation, the books and the annual accounts of the Association and the compliance with the law, these Statutes and the decisions of the Assembly. The audit shall include verification that expenditures are conformed to the budget estimates.
- 21.3** The auditor(s) shall attend the meeting of the Board during the time in which the annual accounts are adopted by the Board (Article 12.3). The auditor(s) shall also attend the meeting of the Assembly of Members at the time during which the Association's annual accounts are to be discussed and approved.

Any Member may put questions to the auditor(s).

- 21.4** The auditor(s) will be remunerated. This remuneration is fixed by the Assembly of Members together with the decision on appointment of the auditors.

ARTICLE 22 – INFORMATION

Each Member is entitled to obtain any information about the business of the Association and to look at any business documents or accounts.

ARTICLE 23 – CONFIDENTIALITY

- 23.1** Each Member agrees to not reveal to any third party any information or knowledge, which it has received or will receive by virtue of their activities and participation in the Association or by virtue of any other research activities or coordination projects related to its activity in the Association and which is or has been explicitly designated in writing as "confidential" to that Member.
- 23.2** The Members shall ensure that any third parties acting as adviser, contractors, subcontractors or any other suppliers to them shall be respectively obligated to observe the above safeguards of confidentiality.
- 23.3** The above obligations shall remain in effect for each Member during its membership and, after termination of the membership, for a period of three years after the date of such termination, the reason for termination of the membership being based on any grounds whatsoever.

ARTICLE 24 – INTELLECTUAL PROPERTY RIGHTS

- 24.1** The Members confirm to observe any obligations related to intellectual property rights imposed by the respectively applicable laws or entered into by virtue of contracts.

- 24.2** More detailed provisions on intellectual property rights, in particular on publications or any property rights, that might be acquired by the Association in the course of its activities, may be adopted by decision of the Assembly of Members as an amendment to these Statutes or as part of the internal regulations of the Association to be decided in accordance with Article 11. In this respect, the Members will pay regard to provide for adequate possibilities of use and dissemination of research results, while also safeguarding the protection of intellectual property and of other intellectual assets.

ARTICLE 25 – LIABILITY

The Members of the Association and their representatives are not and shall not be responsible for the obligations and liabilities of the Association, except in the case of their own mismanagement.

Therefore, the Association and its representatives shall not bind or otherwise obligate any of its Members towards third parties with respect to the Association's commitments and shall not enter into any other obligation or liability on behalf or in the name of any of its Members without the prior written approval from such Member(s). If the Association acts on behalf or in the name of one or more of its Members upon such Member(s)' express written approval, the respective Member(s) shall be the only one(s) responsible for such act and any ensuing obligations.

ARTICLE 26 – CONTESTS

Any contest that might arise while the Association lasts or while it is in liquidation, about its validity, the interpretation and the execution of these Statutes, will be judged according to the applicable laws.

These contests will be reviewed by the qualified courts of the State of registration of the Association.

ARTICLE 27 – LIQUIDATION, DISSOLUTION

- 27.1** If the Association is dissolved pursuant to a resolution of the Assembly of Members taken in conformity with the Articles 10.3 and 11.4 of the Statutes, the Assembly of Members shall also determine the modalities of the liquidation. If in cases of a resolution on the dissolution of the Association duly announced in the convocation notice required according to Article 10.3, the quorum requirement set forth in Article 11.2 has not been met, the Board may request a second vote which shall be taken during the next meeting of the Assembly of Members where the quorum set for will not apply.

Unless the Assembly of Members resolves otherwise, the Association shall be liquidated by its Board.

In case a court pronounces the dissolution according to Article 55 of the law of 27 June 1921 on non-profit making associations, international non-for-profit associations and foundations, such court may appoint the liquidator and determine the modalities of the liquidation.

- 27.2** During liquidation, the name of the Association must be followed by the words "Association in liquidation". The latter addendum and the name of the liquidator must be mentioned on every document emanating from the Association.
- 27.3** After settlement of all debts and liabilities of any sort, the funds, capital and other assets of the Association shall be transferred to one or more international non-for profit organisations having objectives similar to the object and purposes of the Association, or failing this, to any international organisation devoted to scientific research by resolution of the Assembly of Members.

27.4 After the legal entity has ceased to exist, the books and records of the Association shall remain in the custody of the person designated for that purpose by the Assembly of Members for a period of seven years.

ARTICLE 28 – STATUTES MODIFICATIONS

28.1 Any amendment to the Articles of Association shall be subject to the decision of the Assembly of Members as set in Article 11.4.

28.2 Any amendment adopted by the Assembly of Members will enter into force once approved by Royal Decree and publication in the *Annexes* to the *Moniteur Belge* in application of Article 50, § 3 of the law of 27 June 1921 on non-profit making associations, international non-for-profit associations and foundations.

ARTICLE 28 – LANGUAGE

To the extent legally possible, the working language of the Association shall be English. In case of a dispute between the Members, the French published version of the Statutes shall prevail.

ARTICLE 29 – GENERAL RULES

All that is not provided by the present Statutes, in particular concerning requirements with regard to publication in the *Annexes* to the *Moniteur Belge*, shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit making associations, international non-for-profit associations and foundations.