



EUROPEAN UNION ROAD FEDERATION

(ERF)

**Statutes
As from January 2013**

These new statutes are established further to the decisions made by the ERF Plenary Assembly held on 19th June 2012.

Part I

Designation, Registered Office, Purpose

Article 1

A non-profit making international association under Belgian Law called "EUROPEAN UNION ROAD FEDERATION (ERF)" is set up by these Statutes.

This Association is governed by the Law of 27th June 1921, as modified by the Law of 2nd May 2002, as well as by these Statutes.

Article 2

The Association has its seat in Belgium at Place Stéphanie, 6/B - 1050 Bruxelles. It may be transferred to any other place in Belgium upon a decision of the Executive Committee published within a month of such decision in the "Annexes du Moniteur Belge".

Article 3

The Association promotes specific objectives in the spirit befitting a non-profit making organisation. These objectives are:

1. to contribute to the improvement of the European road networks, the road safety and the protection of the environment;
2. to initiate and support scientific studies aiming at improving the knowledge and standards of road safety, the environmental impact of traffic and the workings of the road system;
3. allowing first for these scientific and didactic objectives, the Association also embraces the following objectives :
 - a. to advance the role of the National Road Associations as agencies able to deliver to the European Union policies and programmes designed to promote economic growth and trade relations, improve road safety, enhance the environment and advance social conditions by improving the European road networks;
 - b. to co-ordinate the common interest of its Members both within and outside the European Union in order to achieve the above-mentioned objectives;
 - c. to represent the needs, aspirations and opinions of the collective interests of its Members to the institutions of the European Union and to press for those needs, aspirations and opinions to be met.

Part II

Members

Article 4

Effective Membership to the Association is open to 2 types of members:

- non-corporate
- corporate

Non-corporate members can be National Road Associations, Road Users Associations, Road-related Associations legally incorporated according to their National Law and established in the European Union, the European Economic Area, countries surrounding the European Union, or any other country.

Corporate Members can be other organisations or enterprises legally incorporated according to their National Law and supporting the objectives outlined in Article 3.

Furthermore, physical and legal persons supporting the objectives outlined in Article 3 will also be entitled to sponsor the Association without fully acquiring the condition of Effective Member (**Individual or Associated Members**).

The Association shall have at least **three (3) Effective Members**.

Article 5

Associated Members are entitled to the same rights as Effective Members, except as provided in the following Articles.

Part III

Admission, Exclusion and Resignation of Members

Article 6

Organisations and enterprises meeting the qualifications under Article 4 and wishing to join the Association shall send their application to the Secretariat.

Such applications shall include the necessary information to establish the applicant's distinctive category of membership.

The application entails agreement to strictly conform to the Statutes of the Association as from admission of the applicant as a Member of the Association.

Admission to Membership of the Association is granted by ordinary resolution adopted by the Executive Committee.

Article 7

Any Member is entitled to leave the Association by serving a 6 months' resignation advance notice by registered letter to the President. Such resignation shall only be effective as from the beginning of the next calendar year.

Any Member wishing to go from an Effective Membership to an Associated Membership shall notify his intention by serving a 6 months' notification advance notice by registered letter to the President. Such modification shall only be effective as from the beginning of the next calendar year.

Article 8

Any Member who does not conform to the Statutes may be excluded from the Association by a 2/3 majority vote of the Effective Members, excluding the Member involved attending the Plenary Assembly convened to decide upon such exclusion.

The Member involved must be heard and be allowed to present its defence before any decision is taken by the Plenary Assembly.

Article 9

Any Member who ceases to belong to the Association has no right to the financial assets of the Association and cannot claim any reimbursement of membership fees paid to the Association.

They are liable for the subscription for the current financial year.

Part IV**General Meetings****Article 10**

The General Meeting - called "Plenary Assembly" - possesses all powers - except those expressly given to the Executive Committee by law or by these Statutes - necessary or useful to achieve the corporate objectives of the Association.

Article 11

The Ordinary Plenary Assembly is called once a year before July 1 by registered notice sent in writing by the President at least one month in advance. The notice shall state the date, hour and place of the meeting and include the agenda set by the Executive Committee.

If circumstances so require, an Extraordinary Plenary Assembly may be called by the President or one third of the Effective Members of the association without having to conform to the time condition referred to above. The notice for such Extraordinary Plenary Assembly shall include the agenda and the reason therefore.

Article 12

The notice for the Plenary Assembly shall provide for the following points to be put on the agenda:

- approval of the budget
- approval of the yearly membership fees
- approval of the annual accounts
- appointment (or removal) of members of the Executive Committee
- appointment of external auditors, if required
- appointment, confirmation, removal or replacement of the Director General
- proposals from the Members (if any)
- miscellaneous (if any)

Article 13

The Plenary Assembly appoints the President, the two Vice-Presidents of the Association and the members of the Executive Committee.

At least one of the three members appointed as President and Vice-Presidents must be a non-corporate member.

Article 14

The Plenary Assembly is chaired by the President of the Association who may delegate his responsibilities in accordance with the provisions laid down in Article 23.

Article 15

The valid constitution of the Plenary Assembly requires at least a qualified majority of 2/3 of the Effective Members present or represented. To this effect, any Effective Member can be represented by another Effective Member by signed authorisation. One Member can not represent more than two other Members at the same time.

Only Effective Members have right of vote. Each Effective Member has one vote.

Unless specified otherwise in these Statutes, any decision of the Plenary Assembly is taken by a majority of Members present or represented.

Decisions on general policy, budget or the appointment of the Executive Committee require a qualified majority of 2/3 of the Effective Members present or represented at the meeting.

Votes are secret.

Article 16

The resolutions are recorded in minutes signed by the President or a Vice-President of the Assembly. The minutes are kept in a special file at the seat of the Association where any Members may consult them. Copies or extracts shall be signed by the President, a Vice-President or anyone authorised by the Executive Committee.

Part V

Executive Committee

Article 17

The Association is run by the Executive Committee. The Executive Committee is composed up to a maximum of ten (10) and a minimum of five (5) members representing Effective Members, and includes ex-officio the immediate past President for a maximum period of two years. One seat in the Executive Committee can be occupied by a guest representing an International road-related Organisation. The Executive Committee elects from its members a Treasurer and a Secretary. The Executive Committee shall decide the allocation of specific posts which shall be approved by the Plenary Assembly.

The Executive Committee adopts its own standing orders which complement the present Statutes and can under no circumstances contravene these.

The period of mandate of the members of the Executive Committee is two years and may be renewed.

Members of the Executive Committee are not paid for the position they hold in the Committee.

Article 18

The Executive Committee meets when called by the President of the Association. Except in case of urgency, notices are sent fifteen days before the date of the meeting.

Article 19

The Executive Committee is vested with the wider powers in the management and administration of the Association subject to the powers given to the Plenary Assembly under the Part IV provisions above.

Article 20

The Executive Committee may delegate to one or more of its members the daily management of the Association. It may furthermore delegate special powers to one or more person of its choice in order to fulfil specific management tasks or to represent the Association.

Article 21

The valid constitution of the Executive Committee requires at least the presence of a qualified majority of 2/3 of its members. Any decision of the Executive Committee is taken by an absolute majority of members voting.

Any member of the Executive Committee can be represented by another of its members by signed authorisation. One member can only represent one other member at the same time.

Should circumstances arise, that require a substantial change of the structure of the Executive Committee, the President shall inform the Members directly.

The decisions of the Executive Committee are recorded in the minutes signed by the President and the secretariat.

These minutes are kept in a special file at the seat of the Association where any Member of the Association may consult them.

Article 22

The Association's validly represented in Law, as claimant or defendant by its President or any member of the Executive Committee nominated for that purpose by the aforementioned Committee.

Part VI

Presidency and Secretariat

Article 23

The President chairs the Plenary Assembly and the Executive Committee. He acts as a delegate of the Plenary Assembly. He may delegate the powers which are conferred to him by the Plenary Assembly to the Vice-Presidents who assist him, or in the absence of those, to any member of the Executive Committee. .

The President represents the Association vis-a-vis third parties and especially the public authorities and courts. He signs the documents which bind the Association.

He attends to the performance of and compliance with the decisions taken within the context of the general guide-lines approved by the Plenary Assembly. To this end, he may call together members of the Executive Committee and the other members with whom he shares the responsibility for the smooth running of the Association.

Article 24

The President is assisted by a Secretariat appointed by the Executive Committee at the suggestion of the President. The period of mandate of the secretariat is two years and may be renewed by the Executive Committee.

The secretariat is headed by the Association's Director General. Under the responsibility of the Executive Committee, the Director General is responsible for the administrative affairs of the Association. In particular, he is a de officio guest of the Executive Committee and may receive from it a delegation of representation.

The secretariat runs the programmes entrusted to the Association and undertakes any necessary contact, especially with the agencies of the European Union, in view of pursuing the objectives outlined in Article 3 of these Statutes.

Part VII

Finances

Article 25

The financial year begins on 1 January and ends on 31 December of each year.

Article 26

The resources of the Association come from Member fees, from interest income and from payment for the provision of services and any other sources.

Members of the Association shall pay an annual fee, the amount of which shall not exceed EUR 100,000. Members may also choose to contribute a higher amount than the fixed membership fee. The invoices related to the Membership fees are sent at the beginning of each year.

Article 27

The Executive Committee is responsible for the management of the Association finances but may delegate its power to the President or to one of the members of the Executive Committee. The finances are managed by the secretariat.

Article 28

All the receipts are the property of the Association and are used exclusively to promote its objectives.

Part VIII

Amendment of the Statutes

Article 29

Any proposal for the amendment of the Statutes or the dissolution of the Association shall be combined with the calling of the Plenary Assembly and shall be put as a distinctive point on the agenda of the meeting.

The quorum is reached when 2/3 of the Effective Members are present or represented. The decisions shall obtain 2/3 of the votes of the Effective Members present or represented. If this quorum is not reached, the following Plenary Assembly shall take the decision with 2/3 of the Effective Members present or represented irrespective of any quorum requirement.

Amendments to the Statutes shall take effect when approved by Royal Decree and as from the tenth day following their publication in the Annexes of the official journal.

Article 30

In case of dissolution, the Plenary Assembly appoints one or more liquidator(s) and fixes their power as well as the purpose for the liquid assets after settlement of the liabilities.

Assets are distributed among all Members in proportion to their fees paid for the last 3 years.

In any case, the net asset value before settlement attributed to Members will not exceed the total amount of their fees. Any eventual left-over will be dealt with on a non-profit basis.

Part IX**Miscellaneous****Article 31**

The invalidity or unenforceability of any particular provision of these Statutes under Belgian Law shall not affect the other provision and such other provisions shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Article 32

The working language of the Association shall be English. French shall be the official language for the Statutes as well as for incorporation and publication purposes as required under Belgian Law. French shall be the language for any further dealings with the Belgian authorities.

Article 33

Any provision not figuring in these Statutes shall be referred to the Law of 27th June 1921, as modified by the Law of 2nd May 2002.