

N. 1473 (66600 - 73049P)

Association européenne des voies Vertes, European Greenways Association -Asociación Europea de Vías Verdes, association internationale

5000 Namur Numéro d'identification: 1473/99

STATUTES

I. Name, headquarters, aims

1. The Association Européenne des Voies Vertes - European Greenways Association - Asociación Europea de Vías Verdes hereafter referred to as the Association has been constituted and incorporated as an international association with philanthropic, scientific and educational goals in accordance with the Belgian law dated 27 June 1921 on nonprofit associations, international nonprofit associations and foundations.
2. The headquarters of the Association is located in Belgium at the following address: rue Van Opré 97; 5100-Jambes (Namur), Belgium. The headquarters may be transferred to any other part of Belgium by decision of the General Assembly following a proposal from the Executive Committee, published in the Appendices of the *Moniteur Belge* (Belgian Official Gazette) in the month following the proposal. The executive seat of the Association is officially located in Spain, C/Santa Isabel 44, E-28012 MADRID. The Executive Committee may establish, in Belgium or in any other country, an administrative or representative agency which can play a useful role in furthering the objectives of the Association.
3. The Association is a non-profit making organisation and its objectives are to make an inventory, to inform and to promote, including encouraging the creation of, infrastructures known as greenways or slow paths, destined essentially for non-motorised transport on autonomous routes such as disused railways, towpaths and ancient itineraries of historical significance in urban or rural settings, at international and particularly european level . The Association attaches great importance to the following aspects:
 - wide accessibility to the general public including people with reduced mobility,
 - ease of use, safety and continuity of routes,
 - respect for the natural, cultural, historic and human environment of any crossed area,
 - informing and educating the public, in particular young people.

II. Members

4. The Association is composed of full members, supporting members and honorary members. The founding members are the participants of the constituent assembly; these members will decide to be full or associate members. No privilege is attached to being one of the founding members. The diverse membership categories are open to all nationalities within the group of European Union Member States, EFTA and official European Union candidate countries, as well as other member states of the Council of Europe.
5. Full members are individuals or legal entities under the laws in force in their country of origin. Full membership is reserved for persons whose normal activities either

wholly or partly may lead to the realisation of the objectives defined by the Association. Full membership will be decided by the Executive Committee. Full members will have full voting rights.

Full members compose themselves into three colleges of which they are part, namely:

- the college of ministries, semi-public bodies and regions according to levels 0, 1 and 2 of the European Union classification of Territorial Units for Statistics (NUTS) as published by Eurostat, and their representative associations;
- the college of national public institutions, national public foundations, départements, provinces, local communities, and their representative associations;
- the college of non-profit associations."

6. Supporting members compose themselves into four colleges of which they are part, namely :

- the college of ministries, semi-public bodies and regions, and their representative associations;
- the college of national public institutions, national public foundations, départements, provinces, local communities, and their representative associations;
- the college of non-profit associations and individual members;
- the college of private companies.

Supporting members have a consultative vote.

Supporting members are designated by the Executive Committee

7. Honorary members are designated by the General Assembly. If the honorary member is not already a full or supporting member, honorary members are invited to participate in all important activities of the Association with powers of a consultative vote if they so wish.

8. Membership of the Association is discontinued:

- by resignation in writing to the Chairperson of the Executive Committee. Any full or supporting member who has not paid the yearly membership fee by the date of the General Assembly is also considered as having resigned.
- by exclusion for serious misconduct pronounced by the General Assembly acting by a two thirds majority of the members present or represented, on a proposal by the Executive Committee. Until the decision by the General Assembly, the Executive Committee may suspend the full or supporting or honorary member concerned.

9. Before any definitive order of exclusion, the General Assembly will ensure a hearing to the full or supporting or honorary member concerned. The member who ceases to belong to the Association shall forfeit any rights to the Associations funds. However, resignation or exclusion from membership of the Association does not relieve the member of his or her financial obligations towards the Association, in particular, the payment of outstanding membership fees.

III. The General Assembly

10. The General Assembly enjoys full powers in order to achieve the objectives of the Association.

The General Assembly is composed of full members, each represented by a natural person, each having the same voting rights.

Legal entities should communicate the identity of their representative to the office of the Association with their membership application. Any changes should be communicated to the office at least eight days before the General Assembly.

Supporting and honorary members may participate in the General Assembly and have a consultative vote.

On a proposal of the Executive Committee, the General Assembly may also invite other persons (personalities, experts, etc.) to participate in the debates of the General Assembly and have a consultative vote.

The members of the Executive Committee are ex-officio members of the General Assembly, with voting rights if they are the representatives of a member of the Association.

It should be specified that members of the Executive Committee who represent a full member have only one vote despite their double capacity.

The General Assembly is especially competent in the following areas:

- to approve the budgets and accounts of the Association
- to approve the annual report presented by the Executive Committee
- to elect and, if need be, to dismiss members of the Executive Committee
- to amend the constitution
- to dissolve the Association
- to pass resolutions destined to guide future actions of the Association in the following twelve months
- to pass any internal regulation which the Assembly considers is appropriate for the Association
- to grant discharge to the members of the Executive Committee
- to exclude a full or supporting or honorary member
- to fix the amount of the yearly membership fees of the full and supporting members
- in all cases where the statutes require.

11. The General Assembly meets automatically under the chairmanship of the Chairperson of the Executive Committee every two years at the headquarters or at the place indicated in the convocation.

The Executive Committee proposes at each General Assembly the date and place of the following Assembly. Where possible, it will attempt to organise the Assembly to coincide with the date of an international event linked to the objectives of the Association.

Written notification of the General Assembly will be sent by the secretariat at least one month before the date of the assembly and will be the responsibility of the Executive Committee. The notification will contain the agenda for the General

Assembly.

The quorum for the General Assembly will be two thirds of the members present or represented. If two thirds of the members are not present or not represented to the first meeting, he can be convened a second meeting which can deliberate validly, regardless the number of the present or represented member

Decisions will be taken on a simple majority except in the case when the statutes demand a qualified majority vote.

A full member may be represented at the General Assembly by another full member.

A full member can only have one proxy vote.

The Chairperson of the General Assembly shall verify the powers of the members given proxy votes at the beginning of the General Assembly.

12. Whenever the interests of the Association so demand, the Executive Committee may convene an Extraordinary General Assembly in the same manner as detailed above, except when special reasons may justify an urgent assembly. Even in this latter situation, written notification containing the agenda of the assembly must be sent out. The Executive Committee is obliged to convene an Extraordinary General Assembly at the demand of at least one fifth of the full members. In this case, the assembly will be held at the headquarters of the Association.
13. The General Assembly may only deliberate on items appearing on the agenda of the assembly. The agenda is established by the Executive Committee, who is obliged to place on the agenda any item proposed by at least two full members. Decisions of the General Assembly are recorded by the secretariat in a minute-book signed by at least two members of the Executive Committee.
Any member may examine the minute-book and may have a certified copy issued by the secretariat which must be signed by at least one member of the Executive Committee.

IV. Administration

14. The Association is administered by the Executive Committee composed of a maximum of 12 members, representing each college equally.
The members of the Executive Committee are elected at the General Assembly for a duration of four years. Each college of full members constituting the General Assembly proceeds with the election from within its members of a minimum of three members and a maximum of four members to sit on the Executive Committee, by a simple majority of the full members present or represented at the college concerned. Their mandates may be renewed.
The members of the Executive Committee may be dismissed by the General Assembly as long as a two-thirds majority of full members present or represented is attained..
In the event of a vacancy during a mandate, the Executive Committee may appoint a provisional member to complete the mandate of the missing member. This appointment must comply with the parity of the colleges and thus select the provisional director from the college to which the missing director belonged.
The Executive Committee may incorporate observer members with a consultative vote, in view of their abilities, their position, or the services that they are able to render to the Association

All of the full members will designate the Chairperson of the Executive Committee from among the members of the Executive Committee

The Executive Committee will elect from within its members a first deputy Chairperson and a second deputy Chairperson, who must belong to the two colleges other than the one to which the Chairperson belongs, a Secretary General and a Treasurer. Where the Chairperson is unable to fulfil his or her functions, these are borne by the first deputy Chairperson or failing that, by the second deputy Chairperson.

15. All powers of management and administration are vested in the Executive Committee of the Association without prejudice to the powers reserved to the General Assembly. The Executive Committee may, from among its members, set up an executive bureau made up of the Chairperson, the two deputy Chairpersons, the Secretary General and the Treasurer, which will be entrusted with particular tasks defined in the internal regulations. The Executive Committee may delegate the daily running of the Association, with the use of the signature pertaining to that management, to a managing director, who may or may not be a member, and whose powers and as appropriate salary or emoluments it shall fix.
16. All actions to which the Association is committed, shall be, excepting special permission, signed by two members of the Executive Committee who need not justify their powers to any third party.
17. All judicial action as plaintiff or defendant is dealt with by the Executive Committee represented by the Chairperson or by a member designated to that effect.
18. The Executive Committee will meet as often as necessary to ensure the smooth running of the Association and with a minimum of two meetings a year. The meetings are convened by the Chairperson. Convocations are sent by the Chairperson at least two weeks in advance; they shall include the agenda. The Chairperson is also obliged to convene a meeting on the demand of two members of the Executive Committee. In the case where the Chairperson does not act upon this demand within fifteen days following the demand, the two members may legitimately convene a meeting of the Executive Committee.
In this case the meeting must take place at the headquarters of the Association.
A member of the Executive Committee may be represented by another member of the Executive Committee. However, this member only has one mandate.
The Executive Committee may only legitimately take decisions if a minimum of half the Committee are present or represented.
Decisions are taken on a majority vote of the members present or represented. In the case of no overall majority then the Chairperson has a casting vote.

The minutes of the Executive Committee shall be entered into a register signed by the Chairperson and the Secretary General and held by the Secretary General who shall make them available to the members of the association

V. Amendments to the constitution and dissolution

19. Without prejudice to articles 50 §3, 55 and 56 of the law dated 27 June 1921, any amendment of the constitution or the dissolution of the Association must be proposed by the Executive Committee or by a fifth of the full members of the Association. The date of the General Assembly which will decide on the proposed amendment(s)

must be notified to members at least three months in advance. The General Assembly may only decide on this proposition if two-thirds of the full members are present or represented. No decision shall be adopted unless it is approved by a majority of at least two-thirds.

However, if this General Assembly does not achieve the required two-thirds of full members present or represented, a new General Assembly shall be convened in similar conditions to the above which will decide on the proposal whatever the number of full members present or represented.

Modifications to the articles of association shall be submitted to the Minister of Justice and published in the Annexes to the Belgian Gazette.

The General Assembly shall decide on the modalities of the dissolution and liquidation of the Association. Any net assets after liquidation shall be allocated to a disinterested purpose.

VI. Budgets and accounts

20. The financial year is based on a calendar year.

The Executive Committee shall submit the accounts for the preceding year and the budget for the next financial year to the next General Assembly for approval.

The annual accounts of the international nonprofit association, drawn up in accordance with Article 53 of the law dated 27 June 1921, shall be filed every year with the Ministry of Justice

21. The members are compelled to pay a membership fee, the annual amount of which is fixed by the General Assembly on a proposal of the Executive Committee.

VII. Final arrangements

22. Anything not covered by the present articles of association shall be settled in accordance with the terms of the law dated 27 June 1921 on nonprofit associations, international nonprofit associations and foundations

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Modifications approved by General Assembly, Namur (Belgium), 15 October 2015