



ASSOCIATION INTERNATIONALE SANS BUT LUCRATIF

« *Association européenne des voies Vertes* »  
« *European Greenways Association* »  
« *Asociación Europea de Vías Verdes* »

*5000 Namur Numéro d'identification: 1473/99*

### Companies and Associations Code

- In view of the new provisions concerning associations, the General Assembly of the AISBL "European Greenways Association" has taken the decision to adapt all the articles of its statutes. This new version replaces the previous one.
- The use of masculine nouns for the various functions in the present statutes is epicene in order to ensure the readability of the text, notwithstanding the provisions of the decree of 21 June 1993 on the feminisation of professional names

## **CHAPTER I.: I. Name, headquarters, aims**

**Article 1.** The name of the association is « Association européenne des Voies vertes » "European Greenways Association" in English and "Asociación Europea de Vías Verdes" in Spanish. It is constituted as an international association with philanthropic, scientific and educational goals

**Article 2.** The social seat of the association is located in Belgium, rue Van Opré 97 (5th floor), B-5100 NAMUR in the judicial district of Namur.

The General Assembly may decide to transfer the social seat office to any other place.

The Executive Office of the Association is located in Spain, C/Santa Isabel 44, E-28012 MADRID

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 any administrative or representative office useful for the achievement of the objectives of the Association.

**Article 3:** Its website address is [www.aevv-egwa.org](http://www.aevv-egwa.org) and its general e-mail address is [info@aevv-egwa.org](mailto:info@aevv-egwa.org)

**Article 4:** All acts and publications, whether in electronic form or not, issued by the association must contain the name of the association, the precise indication of the registered office, the company number, the words "register of legal persons" or the abbreviation "RPM" followed by the indication of the court of the registered office.

**Article 5:** 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 the routes,
- respect for the natural, cultural, historic and human environment of any crossed area;
- informing and educating the public, in particular young people.

**Article 6:** The association may acquire any movable and immovable property serving to achieve this object and, moreover, take any initiative or carry out any event contributing to the achievement of its social object.

**Article 7:** The association may assist and take an interest in any activities similar to its purpose.

**Article 8:** In order to achieve its objectives, the association may receive any material or financial aid or contribution from public or private institutions and persons. The funds and

materials thus collected must be used exclusively for the non-profit objectives of the association.

**Article 9:** The association has an unlimited duration and can be dissolved by decision of the general assembly.

## **Chapter II. Members**

**Article 10:** The Association is composed of full members, supporting members and honorary members. The founding members are the participants of the constituent assembly; these members have decided to be full or supporting 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 (European Free Trade Association) and official European Union candidate countries, as well as other member states of the Council of Europe.

**Article 11:** Full members are public or private legal entities constituted according to the laws in force in their country of origin. The quality of effective member is reserved for persons whose usual action, in whole or in part, may contribute to the achievement of the objectives defined by the association. Full membership is acquired by a reasoned decision of the Executive Committee. Full members will have full voting rights.

**Article 12:** Legal entities shall inform the secretariat of the identity of their representative at the time of their application for membership, or, in the event of a change of representative, at least eight days before the General Assembly.

**Article 13:** The full members are constituted in three colleges and are distributed in them by decision of the Executive Committee, namely

- the college of ministries, **semi-public bodies** and regions according to levels 0, 1 and 2 of the Nomenclature of Statistical Units of the European Union (NUTS) as published by Eurostat, and their representative associations;
- the college of national public institutions, national public foundations, departments, provinces, local authorities, their representative associations, study and research centres (universities, etc.);
- the college of non-profit associations.

**Article 14:** Supporting members are public or private legal entities constituted according to the laws in force in their country of origin or natural persons. The quality of supporting member is reserved for persons whose usual action, in whole or in part, may contribute to the achievement of the objectives defined by the association. Supporting membership is established by decision of the Executive Committee. Supporting members have a consultative vote.

**Article 15:** The supporting members are constituted in four colleges and they are distributed in them by decision of the Executive Committee, namely:

- the college of ministries, parastatals and regions, and their representative associations;

- the college of national public institutions, national public foundations, departments, provinces, local authorities, and their representative associations, study and research centres (universities, etc.);
- the college of non-profit associations and individual members ;
- the college of private companies.

**Article 16:** 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.

**Article 17:** Staff members may not be elected as full members, nor as associate members. They may however attend the General Assembly.

**Article 18:** Any person wishing to be a member of the association, whether a public or private legal entity constituted according to the laws in force in their country of origin, must apply to the Executive Committee. The Executive Committee reserves the right to accept or refuse.

**Article 19:** Membership is lost:

- By resignation in writing to the Chairperson of the Executive Committee.
- Any member who has not paid the yearly membership fee by the date of the General Assembly can also be 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.

Before any final decision on exclusion is taken, the General Assembly shall ensure that the full or honorary member concerned is heard.

**Article 20.** A member who resigns, is suspended or excluded, as well as the heirs or beneficiaries of a deceased member, shall have no right to the Association's assets. Resignation or exclusion does not release the member from his or her obligations towards the Association, in particular the payment of the due membership fees.

They may not claim or request statements, inventories or reimbursement of contributions paid.

**Article 21:** The association shall keep a register of members, under the responsibility of the Executive Committee. This register shall contain the surnames, first names and addresses of the members and, in the case of a legal person, the name of the company, its legal form and the address of its registered office.

**Article 22:** Any decision to admit, resign or exclude a member shall be entered in the register at the request of the Executive Committee within eight days of its knowledge of the information.

**Article 23:** All members may consult the register of members at the registered office, on simple written and motivated request addressed to the president of the association, but without moving the register.

**Article 24:** The amount of the annual membership fee shall be fixed by the General Assembly but may not exceed 5,000 euros.

### **Chapter III. General Assembly**

**Article 25:** The General Assembly is composed of all full members, each represented by a natural person with voting rights.

The members of the Executive Committee are full members of the general assembly. Members of the Executive committee representing a full member have only one vote despite their dual status.

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

On the proposal of the Executive Committee, the General Assembly may also invite other persons (personalities, experts, etc.) to participate in the work of the assembly in an advisory capacity.

**Article 26:** The General Assembly is chaired by the President of the Executive Committee or, in case of impediment, by the Vice-President and, failing that, the Secretary.

**Article 27:** The General Assembly has the powers expressly granted to it by the law or the present statutes.

**Article 28:** A decision of the General Assembly is required for:

- approve the association's budgets and annual accounts,
- approve the annual activity report to be presented by the Executive Committee;
- elect and, if necessary, dismiss members of the Executive Committee ;
- amend the statutes;
- dissolve the association;
- to adopt the resolution intended to guide the action of the association for the coming year;
- to pass any internal regulation which the Assembly considers is appropriate for the Association;
- to grant discharge to the members of the Executive Committee
- exclude a full or a supporting or a honorary member ;
- to fix the amount of the yearly membership fees of the full and supporting members;
- in all cases where required by the statutes.

**Article 29:** Resolutions are taken by simple majority except in cases where the present statutes require a qualified majority of two thirds of the members present or represented.

**Article 30:** The General Assembly will meet every two years at the social seat or at the place indicated on the call for the meeting. At each meeting the executive Committee will propose the time and place of the next ordinary meeting. Wherever possible, it shall ensure

that the meeting coincides with the date of another event of an international nature related to the objectives of the association.

**Article 31:** The convocations shall be sent by ordinary or electronic mail, signed by the General Secretariat or an administrator, at least one month in advance; they will contain the agenda, the time and the place of the meeting. The agenda will be established by the Executive Committee, which shall also be required to include any item proposed by at least two full members.

The documents to be discussed at the General Assembly must be sent as soon as possible.

**Article 32:** The General Assembly can only validly deliberate on the items on the agenda, unless a majority of two-thirds of the full members present consider that the urgency of the matter justifies the proposal of a new item. It can never do so in case of modification of the statutes, exclusion of a member, voluntary dissolution of the association, and transformation of the association into a cooperative society approved as a social enterprise or an approved cooperative social enterprise.

**Article 33:** A full member may be represented at the meeting by another full member. A member may hold only one proxy.

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

**Article 34:** If two thirds of the members are not present or represented at the first meeting, a second meeting can be convened which can validly deliberate, whatever the number of members present or represented, and adopt the modifications by a two thirds majority of the votes of the members present or represented.

**Article 35:** The General Assembly cannot decide on a contribution of universality free of charge or on the transformation of the association into a cooperative society approved as a social enterprise and into a cooperative society approved as a social enterprise than in accordance with the rules prescribed by the Code of Companies and Associations as adopted by the law of 23 March 2019.

**Article 36:** The decisions of the Assembly will be recorded by the secretariat in a register of minutes, signed by at least two members of the administrative body. This register will be kept at the secretariat of the Association, where members may, on written request to the administrative body, state the reasons for their request, consult it or have a true copy issued by the secretariat. The true copy shall be signed by at least one member of the Executive Committee.

**Article 37:** The decisions of the General Assembly shall be sent by post or e-mail to the members prior to a new General Assembly.

**Article 38:** Decisions relating to amendments to the articles of association, the appointment and dismissal of members of the Executive Committee, delegates to the day-to-day management and the dissolution or transformation of the association shall be deposited without delay at the registry of the competent company court for publication in the Belgian Official Gazette.

#### **Chapter IV. Executive Committee**

**Article 39:** The association is administered by an Executive Committee composed of a maximum of 12 members representing each college in equal numbers, appointed by the General Assembly. Each college of full members constituting the General Assembly shall elect from among its members a maximum of four members to sit on the Executive Committee, by a simple majority of the full members present or represented in the college concerned.

**Article 40:** Members of the Executive Committee are legal entities. They must indicate the natural person in charge of representing them.

**Article 41:** The duration of the mandate is four years. Their mandates may be renewed.

**Article 42:** As long as the General Assembly has not provided for the replacement of the Executive Committee at the end of the term of mandate of the directors, they shall remain in function.

**Article 43:** The mandate of the members of the Executive Committee ends only by termination of the mandate, death, resignation or dismissal.

**Article 44:** Any member of the Executive committee who wishes to resign must notify to the chairperson of the Executive Committee in writing.

**Article 45:** A director may be dismissed at any time by decision of the general assembly, without the need to justify its decision. If necessary, the General Assembly shall provide for the replacement of the dismissed director.

**Article 46:** 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 by co-option must comply with the parity of the colleges and thus select the provisional director from the college to which the missing director belonged.

**Article 47:** Whenever the interests of the association so require, the Executive Committee may convene an extraordinary assembly under the same conditions of form and time limit as above, except in cases of particular urgency and with special justification. Even in this case the convocations will necessarily be made by ordinary or electronic mail containing the agenda.

**Article 48:** 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 social seat of the Association.

**Article 49:** The administrative body is collegial. It takes valid decisions when these are taken in a meeting, in compliance with the attendance and voting quorums established in the present statutes.

**Article 50:** The full members elect the president of the administrative body from among the members of the administrative body.

**Article 51:** The Executive Committee shall then elect from among its members a first vice-president and a second vice-president, who must belong to the two other colleges than the

one from which the president comes, a secretary general and a treasurer. It may, in addition, create other specific functions from among its members.

**Article 52:** In the event of the President's unavailability, his or her functions shall be assumed by the First Vice-President or, failing that, by the Second Vice-President.

**Article 53:** The Executive Committee will meet as often as required for the proper functioning of the association and at least twice a year. Meetings will be convened by the Chairperson. The convocations shall be sent by mail or electronically at least one week in advance; they shall contain the agenda.

**Article 54:** The Executive Committee is also obliged to convene a meeting at the request of two members of the Executive Committee. If the president fails to act within fifteen days of the request, these two members of the Executive Committee may validly convene a meeting of the committee. In this case, the meeting must be held in the place where the social seat is located.

**Article 55:** The Executive Committee may appoint observer members with a consultative vote, in view of their skills, their qualities or the services they can render to the association.

**Article 56:** A director may be represented by another director, who may not hold more than one proxy.

**Article 57:** The Executive Committee may only validly deliberate if at least half of its members are present or represented. Decisions shall be taken by a majority of the members of the Executive Committee present or represented. In the event of a tie, the Chairperson will have the deciding vote.

**Article 58:** The decisions of the Executive Committee will be recorded in a register of minutes signed by the President and the Secretary General and kept by the Secretary General who shall make it available to the members of the association.

**Article 59:** The Executive Committee manages the affairs of the association and represents it in all judicial and extra-judicial acts. It shall be vested with the broadest powers to carry out all acts of administration and disposal which concern the association.

**Article 60:** The Executive Committee may set up an executive bureau composed of the president, the two vice-presidents, the secretary general and the treasurer, who shall be entrusted with specific tasks defined in the internal regulations.

**Article 61:** The Executive Committee shall have all the powers of administration and management of the association, without prejudice to the powers reserved to the general assembly.

**Article 62:** The Executive Committee may delegate, under its responsibility, the day-to-day management of the association, with the use of the signature relating to this management, to an administrator chosen from among its members or not and whose powers and, if applicable, salary or remuneration it shall determine.

**Article 63:** Day-to-day management shall include acts and decisions which do not exceed the needs of the daily life of the association which, either because of the minor interest they



represent or because of their urgent nature, do not justify the intervention of the Executive Committee.

**Article 64:** The acts of daily management are those which result from the daily execution of the policy decided by the Executive Committee and which must be carried out regularly to ensure the smooth running of the activities carried out by the association.

**Article 65:** Legal actions, both as claimant and defendant, shall be brought or defended in the name of the association by the Chairperson and an administrator. They shall act jointly.

**Article 66:** All acts which commit the association, other than the day-to-day management, shall, except in the case of a special permission, be signed by two members of the administrative body who shall not be required to justify their powers to third parties.

**Article 67:** The acts relating to the appointment or transfer of the functions of the members of the Executive Committee, of the persons delegated to the daily management shall include their surnames, forenames, addresses, national number, or, in the case of legal persons, their corporate name, their legal form, their company number and their registered office

**Article 68:** All documents are submitted as soon as possible to the registry of the competent company court, in order to be published in the Moniteur belge.

**Article 69:** The members of the Executive Committee and the delegates to the daily management shall not enter into any personal obligation with regard to the commitments of the association.

**Article 70:** The Executive Committee shall submit the accounts for the past financial year and the budget for the next financial year to the next General Assembly for approval.

**Article 71:** The members of the Executive Committee exercise their mandate gratuitously.

#### **Chapter V. Budget and accounts**

**Article 72:** The financial year of the association shall be established by calendar year, i.e. starting on 1<sup>st</sup> January and ending on 31 December.

**Article 73:** The Executive Committee shall draw up the accounts for the past year in accordance with the provisions laid down in Book 3 of the Companies and Associations Code as adopted by the law of 23rd March, 2019 and in Book III, Title 3, Chapter 2 of the Economic Law Code as amended by the law of 15th April, 2018, as well as the budgets for the following year and submit them to the General Assembly for approval.

#### **Chapter VI. Resources - amendments to the Statutes and dissolution**

**Article 74:** The resources of the association shall consist of membership fees, donations and subsidies. They also include the income or resources of investments and organisations that the association may carry out alone or in collaboration.

**Article 75:** Any modification of the statutes or the dissolution of the association must be proposed by the Executive Committee or by one fifth of the full members. The Executive

Committee must inform the members of the association at least three months in advance of the date of the General Assembly which will decide on the said proposal.

The General Assembly can only validly deliberate on this proposal if two thirds of the full members are present or represented. The decision shall be taken only if it is passed by a two-thirds majority.

However, if this General Assembly does not gather two thirds of the not achieve the required two-thirds of Effective Members present or represented, a new General Assembly shall be convened in similar conditions as above, which will validly decide on the proposal regardless of the number of members present or represented.

**Article 76:** Except in the case of judicial dissolution, only the general assembly may pronounce the dissolution of the association in accordance with Book 2, Title 8, Chapter 2 of the Companies and Associations Code as adopted by the law of 23 March 2019.

**Article 77:** In this case, the General Assembly shall appoint one or more liquidators, determine their powers and possible remuneration, and indicate the use to be made of the net assets, which may only be for non-profit purposes.

**Article 78:** In all cases of voluntary or judicial dissolution, after the payment of debts, the net assets will be allocated to another organisation with a similar non-profit aim. The assets will be given to one or more non-profit organisations whose aim is the promotion of greenways.

**Article 79:** Anything not explicitly covered in these Articles of Association is regulated by the Companies and Associations Code as adopted by the law of 23 March 2019, and as regards the keeping of accounts, by Book III, Title 3, Chapter 2 of the Economic Law Code as amended by the law of 15 April 2018.

*Approved by General Assembly, Valencia (Spain) 30 September 2021*

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