

EUROPEAN TRANSPORT SAFETY COUNCIL,
In short, ETSC
International non-profit association (AISBL)
Avenue des Celtes, 20
1040 Brussels
Belgium
ECB no. BE0450.931.620.
RPM Brussels

COORDINATED STATUTES as of 30/01/2023

Article 1. Name

§1 The name of the association is "EUROPEAN TRANSPORT SAFETY COUNCIL" AISBL, abbreviated to "ETSC" AISBL.

§2 All deeds, invoices, announcements, publications, letters, order forms, websites and other documents, whether in electronic form or not, issued by the AISBL, must contain the following information

1. The name ;
2. The legal form, in full or in abbreviated form;
3. Precise indication of the seat;
4. The company number: 0450.931.620;
5. The words "Register of legal persons" or the abbreviation "RPM", followed by the name of the court where the registered office of the AISBL is located;
6. If applicable, the e-mail address and website;
7. If applicable, an indication that the AISBL is in liquidation.

Article 2. Registered office

§1 The association has its registered office at the address designated by the Board of Directors, currently 20, Avenue des Celtes in 1040 Brussels, in the Brussels Capital Region.

§2 The Board of Directors shall have the power to move the seat of the AISBL provided that such a move does not require the modification of the language of the statutes by virtue of the applicable language regulations. This decision of the Board of Directors does not require a modification of the Statutes, unless the seat is transferred to another Region.

If, due to the relocation of the headquarters, the language of the statutes needs to be changed, only the General Assembly of Founders has the power to take this decision, subject to the rules prescribed for the amendment of the statutes.

Article 3. Aims and purpose

§1. Disinterested aims of the association

The association has as disinterested aims of international utility:

- To identify and promote research-based solutions to the problem of transport accidents, taking into account practicability, acceptability and cost.
- To reduce the gap between what is known to be correct and what is actually practised and accepted in the field of transport safety.
- To ensure that European harmonisation of transport safety measures produces real safety benefits and leads to the adoption of best practice and the highest possible safety standards.
- To identify and promote priorities for transport accident research and foster better coordination in this field.
- To initiate information programmes for community members.
- To encourage greater community awareness of the causes and effects of transport accidents and to publicise examples of best practice in transport safety among Member States.

The association may not distribute or procure directly or indirectly any pecuniary advantage to its founders, members, directors or any other person except for the disinterested purposes determined by this article. Any transaction in violation of this prohibition shall be void.

§2 Missions and purpose of the association

The pursuit of the disinterested aims referred to in §1 does not prevent the association from being able to seek, within the limits authorised by law, the material incidental benefits indispensable to the association to enable it to live and achieve its aims.

The association has scientific and educational objectives.

In particular, the objectives for which the association is established are to advise, inform, promote and encourage all activities and measures that are designed to improve safety in all modes of transport.

The association cooperates in particular with members of the European Parliament, the European Commission, national authorities and any other organisation concerned with transport safety issues, as well as with private organisations and institutions interested in improving transport safety.

It may provide any services which, in the opinion of the association, can be provided in an appropriate manner and respecting the non-profit nature of the association.

The association may thus undertake any activity that is directly or indirectly related to its purpose.

In general, the association may carry out any industrial or commercial activities compatible with its disinterested purpose and in particular by:

- a. Organising services, paid or unpaid, intended to help its members or third parties in the development of their action in favour of the aims of the association, both in Belgium and abroad,
- b. Ensuring the permanent training, social promotion and improvement of its members or third parties by organising meetings, symposia, congresses, seminars and courses,
- c. Publishing all periodicals and other publications, including electronic publications, which are related to its aims,
- d. Taking all useful initiatives with a view to the adoption of measures or legislation that it deems useful for the interests it defends,
- e. Communicating and supporting its opinions to the authorities.

The association may receive, for the accomplishment of its aims and activities, any aid or material or financial contribution from institutions and private or public persons in accordance with the applicable legal provisions. The funds and materials thus collected shall be used exclusively to achieve the disinterested aims of the AISBL.

The association has, in general, full legal capacity to carry out all acts and operations directly or indirectly related to its object or which would be of a nature to facilitate directly or indirectly, entirely or partially, the realisation of this object, in conformity with its disinterested aims.

It may take an interest by way of association, contribution, merger, financial intervention, participation or otherwise in any association or social enterprise whose object is identical, similar or related to its own or likely to promote the development of its enterprise or to constitute a source of outlets for it.

The association may associate, join, federate and group together any institutions, groups or associations pursuing all or part of its disinterested aims.

It may act as administrator or liquidator in other associations with similar aims.

The association may act as guarantor or provide security for associations or legal entities in the broadest sense insofar as this is in accordance with its disinterested aims.

Every two years, an evaluation may be carried out on the objectives of the association to determine whether they can or should be extended to other areas of security in general.

Article 4. Duration

The association is established for an unlimited period.

It may be dissolved at any time by a decision of the General Assembly of Founders taken under the same conditions provided for the modification of the object or the disinterested purpose of the association in Art. 23 §4 or for any legal reason or court decision.

THE MEMBERS

Article 5. Founders

§1 The association has at least two full members, organisations with legal personality, called "Founders" or "Added Founders".

The legal entities that have appeared at the constitutive act of the AISBL are considered as "Founders" of the Association.

The Founders have all the rights and obligations that Book 10 of the Companies and Associations Code relating to non-profit associations confers on the members of the association, whose prerogatives they alone exercise.

§2 In addition, the Founders may, by unanimous decision, admit other legal entities with legal personality as members at their request, with the same rights as the original Founders. They shall all bear the title of "Added Founders".

Any Founder may terminate their membership by written notification to the Board of Directors. The membership fee will not be refunded.

Article 6. Other members

Legal or natural persons may apply to become ordinary members or associate members, after approval of their application by the Board of Directors.

§1 Ordinary membership entitles an organisation to appoint a representative to sit on the Main Council, to participate in debates and votes. The representative need not be the same at each meeting.

§2 Ordinary members are also eligible to hold office in the Board of Directors provided that they have been members for at least five years and that in the opinion of the Board of Directors they have the capacity to act independently and have demonstrated strong support for and involvement in the projects and policies of the association.

§3 The Board of Directors may, if it deems it to be in the interest of the Association, advise the General Assembly to terminate the membership of an organisation unilaterally.

Associate membership of the Main Council entitles an individual to sit on the Main Council and to participate in the debates and votes.

Article 7. Contributions

Founders and ordinary members may be asked to pay an annual subscription, the exact amount of which shall be determined by the Board of Directors at its sole discretion, by a simple majority.

The contribution will be a maximum of 10,000 Euros.

The membership fee is not refundable under any circumstances.

Associate members do not pay membership fees.

Article 8. Honorary members

Honorary members are natural or legal persons, private or public, Belgian or foreign, local, national or regional, admitted as such by the Board of Directors, at their request or at the request of the Board or one of its members, who are active or have developed expertise in the association's fields of activity and who have been invited by the association to offer their help and support or those whose merits in the development of the association's disinterested aims have been recognised by the Board of Directors.

Admission as an honorary member is subject to the commitment of the person concerned to actively support the initiatives and projects of the association and/or its members.

BODIES OF THE ASSOCIATION

Article 9. General Assembly of Founders

§1 The General Assembly has the broadest powers to achieve the objectives of the association.

The General Assembly shall have the powers expressly granted to it by law and by these Articles of Association. The following are reserved to its competence:

1. Amendment of the statutes;
2. Appointment and dismissal of Directors;
3. Approval of the annual accounts and the budget;
4. If necessary, the appointment of one or more commissioners;
5. Admission and exclusion of members;
6. The dissolution of the association.

§2 The association shall hold a Founders' General Assembly each calendar year, as an Annual General Assembly, at a time and place determined by the Directors. The agenda of the meeting shall be specified in the notice of meeting.

§3 Apart from the annual General Assembly, any other General Assembly is called an extraordinary General Assembly of the Founders.

The directors may, when they deem it appropriate, convene an extraordinary meeting of the Founders and such extraordinary meetings shall also be convened at the request of a majority of the Founders.

The notice shall specify the place, day and hour of the meeting and in the case of special business, the general nature of such business shall be communicated to those persons entitled to receive such notice from the Association.

Article 10. Deliberations of the General Assembly of Founders

§1 No business may be transacted at a General Assembly unless a quorum is present at the time of the opening of the meeting.

The quorum shall be reached when at least half of the Founders in person are represented, except in the case of amendment of the Articles, dissolution and liquidation (see Article 23).

§2 The Founders shall appoint a chairperson from among the members of the assembly who shall lead the assembly at each meeting.

§3 At all General Meetings of Founders, a resolution put to the vote of the meeting shall be approved by a show of hands by a majority of those present in person and entitled to vote, unless before or at the time of the declaration of the result of the show of hands the chairperson or at least two Founders present in person or by proxy and entitled to vote demand a written ballot.

Unless such a written vote is requested, a statement by the chairperson of the meeting that a resolution has been passed or adopted unanimously or by a particular majority is sufficient.

A corresponding entry in the association's minute book is conclusive in this respect without the need to prove the number or proportion of votes for or against the decision.

If a poll is demanded as aforesaid, it shall be taken at such place and in such manner as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No written ballot shall be required on the election of the chairperson of a meeting or on any question of adjournment.

§4 In the event of a tie, either by a show of hands or by a written vote, the chairperson of the meeting shall have a second or casting vote.

§5 The request for a written vote shall not prevent the continuation of a sitting on matters other than the question on which a written vote has been requested.

The decisions of the Founders' General Assembly shall be posted electronically to the Founding and ordinary members.

THE BOARD OF DIRECTORS

Article 11. Board of Directors

§1 The General Assembly of the Founders appoints by a simple majority a Board of Directors to manage the association.

The Board of Directors may be composed of Founders or other legal or natural persons.

§2 The Board of Directors shall appoint a Chairperson of the Board of Directors who shall also act as President of the association.

The Board of Directors may appoint persons as observers.

§3 The Chairperson and the other Directors shall be appointed for a fixed term of three years, which shall be renewable.

At a General Meeting of Founders, the number of Directors may be increased or reduced at the discretion of the meeting.

Article 12. Meetings, deliberations and decisions of the Board of Directors

§1 The Board of Directors shall meet whenever the interests of the association so require and whenever two Directors so request, with appropriate notice and under the chairmanship of the President or, in his absence, of his substitute.

§2 The Board of Directors may only validly deliberate and take decisions if at least half of its members are present or represented.

If this condition is not met, a new meeting shall be convened and may validly deliberate and vote on the items on the agenda of the previous meeting if at least two Directors are present or represented.

§3 All decisions of the Board of Directors shall be taken by a simple majority of the votes of the Directors present or represented.

§4 The meetings shall be held at the place indicated in the convocation.

§5 Any director who is unable to attend the meeting may appoint a Deputy Director for that meeting with the same powers or may grant another member of the Board of Directors the power to represent them and to vote validly in their place.

In this case, the required quorum shall be deemed to be at least half of the Directors present. However, a Director may not represent more than one other Director.

§6 The minutes of the meetings of the Board of Directors shall be recorded and kept in the files of the association.

The decisions of the Board of Directors shall be communicated to the members by electronic means.

§13. Powers and competences of the Board of Directors - day-to-day management.

§1 The Board of Directors has the power to perform all acts necessary or useful for the realisation of the objects of the association, except those reserved by law or by these statutes to the General Assembly. This includes the right to veto all decisions of the Main Council which the Board of Directors considers contrary to the objectives of the association.

§2 The Board of Directors may entrust, under its supervision and responsibility, one or more persons outside the Board of Directors with the day-to-day management of the association, as well as with the representation of the association with regard to such management.

This person, or the one who has the preponderance over the others, shall bear the title of Executive Director. This Executive Director forms, together with a committee of non-administrators, the secretariat of the association.

§3 Day-to-day management includes both acts and decisions which do not exceed the needs of the daily life of the association and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board of Directors.

§4 The Board of Directors and the Executive Director in charge of the day-to-day management may also delegate special powers concerning this management to one or more persons of their choice.

§5 The Delegate for day-to-day management participates in the meetings of the Board of Directors without the right to vote.

Article 14. Power of representation

§1 The Association shall be validly represented in court and in official acts, including those requiring the intervention of a ministerial officer or a notary, by two Directors acting jointly or exclusively by the Executive Director appointed by the Board of Directors.

§2 The Association is also validly represented by special representatives within the limits of their mandate.

THE MAIN COUNCIL

Article 15. Main Council

§1 The Main Council is the body of the association that implements and achieves the objectives of the organisation within the guidelines determined in due course by the Board of Directors.

It is composed of the Founders, the members of the Board of Directors, the ordinary members, the associate members, the chairpersons of the technical groups and the persons in charge of the association's projects.

Article 16. Deliberations of the Main Council

§1 The Main Council is chaired by the Chairperson of the Board of Directors or, in their absence, by a member of the Board of Directors or by the Executive Director.

If at any meeting the Chairperson of the Board of Directors, a member of the Board of Directors or the Executive Director cannot be present, the members of the Main Council shall appoint one of its members to chair the meeting.

§2 The Main Council may meet to transact business, adjourn meetings or arrange meetings in any manner it considers appropriate.

§3 The quorum required to deal with matters within its competence is at least half of the members of the Main Council.

§4 Questions arising at a meeting shall be decided by a majority of votes. In the event of a tie, the Chairperson shall have the casting vote.

Article 17. Technical groups

§1 The Main Council may set up a number of technical working groups to deal with the technical implementation of issues determined by the Main Council. The number and composition of the technical working groups shall be decided by the Main Council. It will also determine the tasks and objectives of the technical working groups.

§2 Each working group is chaired by a leader approved by the Main Council.

§3 Each working group shall report on its activities to the Main Council at least once a year.

GENERAL

Article 18. Limit of liability of members

The members of the association are not in this capacity responsible for the commitments entered into by the association.

Article 19. Conflict of interest.

§1 When the Board of Directors is called upon to take a decision or to decide on an operation within its competence in respect of which a Director has a direct or indirect interest of a proprietary nature which is opposed to the interest of the association, that Director must inform the other Directors before the Board of Directors takes a decision. Their statement and explanation of the nature of the conflicting interest must be included in the minutes of the meeting of the Board of Directors which is to take the decision. The Board of Directors is not allowed to delegate this decision.

§2 The Board of Directors shall describe in the minutes the nature of the decision or operation referred to in §1 and its financial consequences for the association and shall justify the decision taken. This part of the minutes shall be included in its entirety in the management report or in the document filed together with the annual accounts.

§3 If the association has appointed an auditor, the minutes of the meeting shall be communicated to them. In their report, the auditor shall assess in a separate section the financial consequences for the association of the decisions of the Board of Directors for which there is a conflicting interest as referred to in paragraph 1.

§4 A Director who has a conflict of interest as referred to in §1 may not take part in the deliberations of the Board of Directors concerning such decisions or operations, nor may he/she take part in the vote on this point. If the majority of the Directors present or represented have a conflict of interest, the decision or operation shall be submitted to the General Meeting of Founders; if the decision or operation is approved by the General Meeting, the Board of Directors may execute it.

§5 The association may request the nullity of decisions taken or operations carried out in violation of the rules provided for in this article, if the other party to these decisions or operations was or should have been aware of this violation.

§6 Paragraphs 1 to 4 shall not apply where the decisions of the Board of Directors relate to customary transactions concluded under normal market conditions and guarantees for transactions of the same nature.

Article 20: Rules of Procedure.

§1 The Board of Directors may, by an absolute majority, issue internal regulations and amend them.

§2 The internal regulations may not contain provisions:

1. Contrary to mandatory legal provisions or the articles of association.
2. On matters for which the Companies and Associations Code requires a statutory provision;

§3 The internal regulations and any amendments thereto shall be communicated to the members in accordance with Article 2:32 of the Companies and Associations Code or made available on the AISBL website. The Articles of Association shall refer to the latest approved version of the Internal Regulations. The Board of Directors may adapt this reference in the Articles of Association and publish it.

Article 21. Website of the association and communications.

§1 The association's website address is www.etsc.eu

§2 The association's e-mail address is: information@etsc.eu

Any communication to this address by the Founders, ordinary members or the Board of Directors shall be deemed to have been validly made.

§3 The Board of Directors may change the website address and the e-mail address as set out in the Statutes. The change shall be communicated to the members.

Article 22. Financial year

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

Each year, on the 31st of December, the accounts are closed and the Board of Directors draws up the accounts for the past financial year and establishes the budget of the association, which will be submitted for approval to the General Assembly of Founders within six months of the end of each financial year.

The Directors shall report to the Annual General Meeting of the Founders on the income and expenditure account for the relevant period since the last financial year together with an appropriate balance sheet.

The auditor(s) shall report to the meeting, if any, before a vote is taken on the discharge of the directors.

The books shall be kept at the registered office or at such place or places as the Directors may consider appropriate and shall be open to inspection by the Directors and by each Founder.

Article 23. Amendment of the Statutes, dissolution and liquidation

§1 Any proposal to amend the statutes of the association, to dissolve or to liquidate the association must be submitted to the decision of the founders of the association.

The purpose of the decision to be taken must be specifically stated in the notice convening the General Assembly.

§2 At least two thirds of the Founders must be present (or represented) at the meeting of the General Assembly. If this last condition is not met, a second convocation shall be necessary and the new meeting shall deliberate and decide validly, whatever the number of members present or represented. The second meeting may not be held within fifteen days after the first meeting.

§3 No decision shall be adopted unless it has received two-thirds of the votes cast. Abstentions shall be considered as negative votes.

§4 However, an amendment to the object or non-profit-making purpose of the association or a decision to dissolve the association may only be adopted by a majority of four fifths of the votes of the members present or represented.

Article 24. Companies and Associations Code

Everything that is not explicitly provided for in these articles of association is subject to the legal provisions and more specifically to the Code of Companies and Associations (Law of 23 March 2019)

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