

FEDECRAIL Constitution

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English translation as from the version signed by King ALBERT II of the Belgians on 8th September 1994, and the Minister of Justice Melchior WATHELET (Nr. 3/13.512/S.).

Amended: 16th April 1999, Praha, CZ.

Amended: 1st October 2005, Volos, GR.

Article 1. Name, Object and Seat

1-1. The name of the international Association is "FEDECRAIL I.V.Z.W." FEDECRAIL is the European federation of museum- and tourist railways.

The official language of the Association is Dutch, the three other working languages are English, French and German.

FEDECRAIL falls under the Statute of the Belgian law of 27th June 1921 regarding non-profit organisations, international non-profit organisations and charities (art. 46 to 57 inclusive).

1-2. The aim of FEDECRAIL shall exclude any pursuit of profit and shall be:

- (1) the encouragement of mutual cooperation between railway organisations and their members by the provision of advice and assistance when and where possible and the convening of joint meetings and seminars;
- (2) the study and resolution of problems and developments relating to museum, tourist, preserved and other similar railways or tramways, (regardless of the method of traction), railway museums and railway preservation groups;
- (3) to act and speak on behalf of its members on an international basis with particular reference to the potential impact of regulations and directives of the European Union and any other supra-national bodies on their activities.

1-3. The Association's registered office is situated at c/o Advocatenkantoor Van der Perre, Ganzenstraat 57, 8000 Brugge, Belgium.

The address of the Association may be changed by the Council of FEDECRAIL. Such a decision has to be published within a month in the appendices of the Belgisch Staatsblad.

Article 2. Members

2-1. The founding members shall be those organisations or persons who have subscribed to the instrument creating FEDECRAIL.

The number of members of FEDECRAIL is unlimited, but the minimum number is four.

Thereafter, other members shall include such organisations as may be admitted by the Council subject to ratification by the next General Meeting in accordance with these statutes.

In the event of an application being refused by the Council the applicant shall have a right of appeal on the members in General Meeting.

2-2. Applications for membership of FEDECRAIL shall be made to the Secretary in writing at least two months before the next Annual General Meeting. Such an application shall include a copy of the Constitution of the applicant, together with where necessary a translation into Dutch, English, French or German of the articles about the aims and purpose of the organisation, and membership. Details of those articles relating to the applicant's own membership shall be provided.

The following organisations are eligible to become members, provided that they have been legally founded according to the laws and uses of their country of origin:

- a) national organisations which follow broadly the objectives as mentioned above under article 1 on a national basis;
- b) museum, tourist, preserved and other similar railways, tramways, railway museums and railway preservation groups, which have their seat in any country where a national organisation has not been established.

Their financial contribution and votes are determined by the principles as laid down in article 2-4 and 2-5.

- c) those museum, tourist, preserved and other similar railways, tramways, railway museums and railway preservation groups which have their seat in a country where a national organisation has been established,

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but which are not members of such a national organisation. Their financial contribution and votes are determined by the principles as laid down in article 2-4 and 2-5.

Their membership may be allowed on a discretionary basis by the General Meeting of FEDECRAIL under special conditions, only after reviewing the individual circumstances involved in each case.

2-3. The Council may admit other organisations as affiliates at its discretion, subject to ratification by the members in General Meeting, at such subscription as it may deem appropriate, such sum not to exceed the maximum subscription payable by full members. Affiliates shall have the right to attend and to speak at General Meetings, but shall not be entitled to vote.

2-4. Members will pay, and receive their voting powers according to the number of points to which they are entitled by reference to their constituent members as described in article 2-5.

One point determines and represents one vote and one financial contribution unit, provided that no one member (or more, if from the same country) shall be entitled to exercise more than 25% of the total voting rights or be liable to more than 25% of the financial contribution.

2-5. The constituent members are to be divided into categories which reflect the nature of their activities, assets and responsibilities. Categories are:

A- railway preservation groups, which do not give public access to their premises/collection on a more than incidental basis, but may be affected by environmental and safety at work legislation, **one point**;

B- railway museums or train operators, which do not operate railways or tramways but are open to the public on a regular basis, with a higher responsibility towards the safety of the public, the hygiene of facilities, the quality of foods and drinks etc., **five points**;

C- museum, tourist and preserved railways, operating railways or tramways on at least ten days per year over a specific length of track, with direct responsibility for the safety of their railway operation, **ten points**.

2-6. A member or affiliate wishing to resign from FEDECRAIL must notify the Secretary in writing before 1 October. If the member or affiliate fails to do so, he shall be liable for the subscription due for the following year.

No member or affiliate who resigns or is expelled shall be entitled to any reimbursement of subscription, or have any rights to claim over the assets of FEDECRAIL.

Any member or affiliate in default of payment for two consecutive years may be struck off the list by a decision of the Council. No member shall be entitled to vote or no affiliate shall have the right to attend meetings for so long as its subscription remains unpaid.

The General Meeting may expel a member or affiliate from membership, only by a two-third majority of votes in a meeting which was called together for this specific purpose. Any member or affiliate subject to such a resolution has the right to be heard.

Article 3. The General Meeting

3-1. The General Meeting exercises the supreme authority of FEDECRAIL and establishes its general policy. All members of FEDECRAIL shall have the right to attend and to vote, except the affiliates which, according to the stipulations in article 2, shall only have the right to attend meetings and to express their opinion.

The exclusive power of electing and dismissing the members of the Council of FEDECRAIL shall be vested in the Annual General Meeting in accordance with article 4 of this constitution.

The Annual General Meeting shall also have the exclusive power of

- a) approval of the audited accounts and budgets,
- b) amendments to the constitution,
- c) dissolution of the Association.

3-2. A General Meeting can only be called together by an agenda which must be sent by the Council to the members and affiliates at least six weeks before the day of the meeting. The agenda shall announce the place of the meeting.

The date of the meeting must be known to all members and affiliates at least three months beforehand, unless otherwise stated in this constitution. (see art. 7, Amendments to the rules)

The Council shall call together a General Meeting on request of at least one-fifth of the number of individual members entitled to vote. The President may allow observers to visit a General Meeting.

3-3. Members may accept short notice of an extraordinary General Meeting, provided that decisions taken at this meeting shall be ratified within sixty days by members representing in total 75% of the voting rights.

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- 3-4. The Annual General Meeting of the members will be held within six months after the end of the calendar year.
Notice of the Annual General Meeting shall be accompanied by the report of the Council, a copy of FEDECRAIL's audited accounts and the budget for the next financial year which must then be submitted to the approval by the members.
- 3-5. The Council has to give an interim report of its activities on request of at least three different members.
The Council members give full co-operation and information to the General Meeting and open their administration to any commission which has been appointed by a General Meeting.
- 3-6. Votes can only be exercised by the following means, provided that at least 50% of all members are present or represented:
- a) by a simple majority (except where otherwise stated in this constitution) of members voting about all non-confidential matters and in any elections of members of the Council and other institutions of FEDECRAIL, unless a poll requiring a vote based on the number of voting points held by the members is requested by any member, not being an affiliate, present or validly represented at the meeting and voting;
 - b) in all other matters, or when a poll is demanded, by a majority, which majority, except as otherwise stated in these articles, shall be a simple majority of the votes cast on the basis of the total voting points of each member present or validly represented at the meeting and voting;
 - c) in case of equality of votes, a new vote or secret ballot will be held.
- If equality of votes would be the result of this second vote, then the proposal is held to be rejected.
- 3-7. Decisions can only be taken about matters which are on the agenda.

Article 4. The Council

- 4-1. FEDECRAIL is managed and represented by a Council which prepares the General Meetings and executes its decisions.
The implementation of the policy of FEDECRAIL shall be the responsibility of the Council.
The Council has power of decision in all matters not reserved by the General Meeting.
- 4-2. The Council shall consist of a minimum of six and a maximum of nine members, at least one of whom shall have Belgian nationality.
Their appointment shall terminate on their death, resignation, legal incapacity, dismissal or the expiration of their mandate. A Council member can only be dismissed in a General Meeting by a two-third majority of the votes.
- 4-3. After each Annual General Meeting of the members, the Council shall appoint from its members a President, three Vice-Presidents, a Secretary and a Treasurer.
The President shall be chairman of the Council and of the General Meetings. In the absence of the President at meetings, the Council members present may elect one of their members to act as chairman of that meeting.
- 4-4. At the first Annual General Meeting, all nominated members of Council shall retire from office, and at the Annual General Meeting to be held in every subsequent year, one third of the Council for the time being, or if their number is not three or a multiple of three, then the number nearest one third shall retire from office together with those members appointed by the Council since the preceding Annual General Meeting.
- 4-5. A member of the Council shall be eligible for further periods of three years each. A member of the Council who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting.
The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of Council on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.
- 4-6. The Council shall give notice to all members three calendar months before the proposed date for the next Annual General Meeting of FEDECRAIL of those Council members who shall retire at such meeting.
The notice shall state a date by which the next Annual General Meeting of FEDECRAIL shall be held and the notice shall state that nominations for the Council shall have to be received by the Council at least two months before that date.
- 4-7. The Council shall meet at least twice a year and at such other times as required and convened by the President or at the request of at least three members of Council. The Council shall take its decisions by a simple majority of votes. In the event of equality of votes, the chairman of the meeting shall have a casting vote.
The Council shall publish details of the decisions taken at the AGM and its own meetings and will circulate them to all members.

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- 4-8. The Council may delegate specific powers and duties to such officers and sub-committees as it may deem appropriate.
- 4-9. Legal action, whether as plaintiff or defendant, shall be conducted on behalf of FEDECRAIL by the Council, which will be represented by the President or by a Council member designated by him.
- All documents binding the Association except for special proxies must be signed by a Council member who does not have to prove his power on the matter to any third person.
- 4-10. The Council may provisionally replace a deceased member or members who are prevented from attending or a retired member: in that case the General Meeting shall confirm nomination by election at its next meeting. Such nominee shall not be entitled to vote until confirmed by election in General Meeting.
- 4-11. A member who is unable to attend a meeting may be represented by a proxy if this proxy will be accepted by the Council. In such case the member must inform the secretary beforehand in writing.
- 4-12. All documents regarding election, dismissal and retirement of Council members will be sent to the Federale Overheidsdienst Justitie by the Council, and be published in the Annexes of the Belgisch Staatsblad at FEDECRAIL's expense.

Article 5. Finances

- 5-1. FEDECRAIL's financial year runs from 1st January to 31st December. The financial means of FEDECRAIL consist of:
- a) financial contribution units as determined under article 2-4, to be paid by members and affiliates on the 1st January of each year;
 - b) donations;
 - c) other benefits.
- 5-2. The level of the financial contribution unit will be decided by the Annual General Meeting.
- 5-3. The Annual General Meeting shall appoint two individuals who shall not be members of the Council as auditors. Approval by the Annual General Meeting of the report of the auditors over the previous year discharges the Council from criminal and financial liability.
- 5-4. The annual accounts will be sent to the Federale Overheidsdienst Justitie by the Council, in accordance with article 51 of the law of 27th June 1921 regarding non-profit organisations, international non-profit organisations and charities.

Article 6. Duration

The duration of FEDECRAIL is unlimited but FEDECRAIL can be dissolved at any time, subject to the articles below.

Article 7. Amendment to the rules

The Association is subject to articles 50 §3, 55 and 56 of the law of 27th June 1921 regarding non-profit organisations, international non-profit organisations and charities. Any proposition to modify the statutes or to dissolve the Association should come from the Council or from at least one/fifth of the members.

The Council shall announce to the members at least two months beforehand the date of the General Meeting which shall discuss such a proposal. The General Meeting can only take valid decisions if two-thirds of all members entitled to vote are present or represented. A decision is only valid when it attains a majority of two-thirds of the votes cast.

If this General Meeting does not attain two-thirds of all members' voting rights, a new meeting shall be convened, in the same way as the first meeting, except that the meeting will have to be called together one month in advance. This second General Meeting will be able to take valid decisions irrespective of the number of present or represented members entitled to vote.

Modifications to the constitution will only come into force after approval by the competent authority as required by article 50 §3 of the law and after publication in the Annexes of the Belgisch Staatsblad as required by article 51 §3 of the same law.

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Article 8. Dissolution

8-1. The dissolution of FEDECRAIL can only be decided by a General Meeting in the same way as the modification to the rules of FEDECRAIL.

8-2. A dissolution leaves the responsibility for the liquidation with the Council, or, if absent, with a commission of three persons to be appointed by the General Meeting which has taken the dissolution decision.

Any eventual credit balance after the dissolution must be spent in a way, reflecting the aims of the Association to be decided by the General Meeting which takes the dissolution decision.

Article 9. General stipulations

All matters which are not mentioned in this constitution, especially the publications in the Annexes of the Belgisch Staatsblad, must be dealt with in accordance with the relevant legal stipulations.