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Court registry

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the Belgian  
Official  
Gazette

**Mandatory field: Company no.  
(not for foundation), name,  
legal form.**

**Company headquarters (street  
no., postcode, town)**

company no:

**0453 405 318**

Name

(complete) : **FEDECRAIL**

(shortened) :

Legal form

**Internationale VZW**

Complete registered company

address: **Ganzenstraat 57, 8000 BRUGGE**

Object of the instrument: Articles of association **FEDECRAIL**

Article 1

I. Name, object and company headquarters

1-1. The name of the international association is "Fedecrail I.V.Z.W. FEDECRAIL is the European association of museum and tourist railways. The official language of the association is Dutch, the other three working languages are English, French and German.

Fedecrail is governed by the new Belgian law on companies and associations, which was adopted on 28 February 2019

1-2. The object of FEDECRAIL will be as follows:

(1) To promote mutual cooperation between the railway organisations and their members by providing advice and assistance whenever and wherever possible and convening joint meetings and seminars;

(2) To examine and resolve of problems and developments relating to museum, tourist and other similar railways or tramways (irrespective of the type of traction), railway museums and groups that preserve railways and their accessories for the future;

(3) To act and speak on behalf of its members at the international level, with particular regard to the potential impact of the rules and regulations and directives of the European Union and other supranational organisations on their activities.

1-3. The association is based in Belgium, p/a Advocatenkantoor J. Van der Perre, Ganzenstraat 57, 8000 Brugge. The address of the Association can be changed by the Board of Directors. Such a decision shall be published within one month in the annexes of the Belgian Official Gazette.

Article 2

2. Members

2-1. The founding members shall be those organisations or persons who have signed the memorandum of association of FEDECRAIL. The number of members of FEDECRAIL is unlimited, but the minimum number is four. Subsequently, other organisations shall become members, provided they have been approved by the board of directors, subject to approval by the next general meeting, taking into account these articles of association.

If an application is rejected by the board, the applicant is entitled to appeal to the general meeting

2-2. Applications for membership should be submitted in writing to the secretary at least two months before the next annual meeting of members. Such an application should include a copy of the applicant's articles of association, with a translation into Dutch, English and French

or German of the articles regarding the objectives and means of the organisation and the articles on membership. Applicants must provide details of their own membership.

The following organisations may become members, provided they are legally constituted under the laws and practices of their country of origin:

- a) National organisations pursuing the objectives set out in Article 1 above at national level in the broadest sense;
- b) Museums, tourist, historical and other similar railways and tramways, railway museums and groups that preserve railways and their accessories for the future, based in a country where no national organisation has been established. Their contribution and votes shall be determined in accordance with the principles set out in Articles 2-4 and 2-5;
- c) Those museums, tourist, historic and other similar railways and tramways, railway museums and groups which preserve railways and their accessories for the future, based in a country where a national organisation has been established, but which are not members of such an organisation. Their contributions and votes shall be determined in accordance with the principles set out in Articles 2-4 and 2-5;

2-2. Their membership may be granted by the FEDECRAIL general meeting, at its discretion, only after examination of the individual circumstances of each situation.

2-3. The board of directors may, at its discretion, subject to ratification by the general meeting, admit other organisations as affiliate members in return for a contribution which it considers fair and which shall not exceed the maximum contribution fixed for Members.

Affiliate members have the right to be present and to speak at the general meeting, but they have no voting rights.

2-4. Members pay and are entitled to the number of votes equal to the number of points to which they are entitled by virtue of their membership as indicated in 2-5.

One point determines and represents one vote and one financial contribution unit, provided that no single member (or several if they come from the same state) is entitled to exercise more than 25% of the total votes or to pay more than 25% of the financial contribution.

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

A-Groups, which maintain railways and their accessories for the future, which do not grant the public more than occasional access to their sites/collections, but which may be affected by environmental and occupational health and safety legislation, one point;

B-Railway museums or railway operators that do not operate railways or tramways but apply European or national safety standards for their organisation, staff and visitors. Five points;

C -Museums, tourist and historical railways and tramways operating rail or tram services for at least ten days a year over a specified track length, with direct responsibility for rail transport, ten points

2-6. A member or affiliate member wishing to resign must notify the secretary of FEDECRAIL in writing before 1 October. If the member or affiliate member does not comply with this obligation, it must pay the membership fee for the following year.

No member or affiliate member who resigns or is expelled shall be entitled to a refund of the membership fee or be entitled to the assets owned by FEDECRAIL.

No member or affiliate member who has been in arrears with the payment of dues for more than one year may exercise its right to vote, and no affiliate member may attend general meetings until its dues have been paid.

The general meeting may only exclude a member or an affiliate member from membership with a two-thirds majority of the votes cast at a general meeting. The member or affiliate member shall be heard beforehand by the General Meeting.

### Article 3

#### 3. The General Meeting

3-1. The General Meeting exercises the highest authority of FEDECRAIL and determines its general policy. All members of FEDECRAIL are entitled to participate and vote, with the exception of affiliate members who, in accordance with the provisions of Article 2, only have the right to attend the general meeting and to exercise their right to speak. They are not entitled to vote.

The exclusive powers of the general meeting also include the following:

(a) the amendment of the articles of association,

(b) the dissolution of the association

The exclusive power to elect and dismiss the members of the board, the chairman, the vice-chairman(vice-chairmen), the treasurer and the secretary, as well as to approve the accounts and budgets, lies with the annual general meeting in accordance with article 4 of the articles of association.

3-2. The date of the general meeting must be known to all members and affiliate members at least three months in advance, unless otherwise provided for in these articles of association (see Article 7, Amendment of articles of

association). Any applications from members on which the general meeting has to decide must be received by the secretary 8 weeks before the general meeting.

A general meeting can only be convened based on an agenda, which must be sent by the board of directors to all members and affiliate members at least six weeks before the day of the General Meeting. The agenda specifies the place of the general meeting and the items to be discussed, on which the general meeting has to decide (see article 3.7).

The board of directors shall convene a general meeting at the request of at least one fifth of the number of individual members entitled to vote. The chairman may allow observers to attend a general meeting.

3-3. Members may agree to a general meeting convened at short notice, provided that the decisions taken at this meeting are ratified within sixty days by members representing a total of 75% of the voting rights to be exercised.

3-4. The annual meeting is held within six months after the end of the calendar year.

The report of the board of directors, a copy of the annual financial report of FEDECRAIL and the budget for the next financial year, which must then be submitted to the members for approval, are sent out with the agenda 6 weeks before the annual meeting.

3-5. The board of directors shall report to the members on its activities on a quarterly basis or whenever it deems it necessary in the interest of the members or at the request of three different members.

3-6. The board of directors grants its full cooperation and provides information to the general meeting and opens its administration to any committee appointed by a general meeting.

3-7. In principle, the general meeting may deliberate and pass resolutions without regard to the number of members present or represented, unless otherwise provided for in these articles of association or by law. Voting rights may only be exercised in the following ways:

(a) By a simple majority (unless otherwise provided for in these articles of association) of the members, required on non-confidential matters and in the case of the election of the board of directors and the chairman and other institutions of FEDECRAIL, except when a vote counting the number of voting points/voting rights belonging to each member, is requested by a member who is not an affiliate member and who is present or legally represented at the general meeting and the vote.

(b) In the event of a tie, a new vote or a secret ballot shall be taken. If this second vote would result in a tie, the first vote shall be deemed to be rejected.

3-8. Only the items on the agenda can be decided on.

#### Article 4

The board of directors.

4-1. FEDECRAIL is managed and represented by a board of directors which prepares the general meetings and implements their decisions.

The board is responsible for the implementation of FEDECRAIL's policy.

The board has the power of decision in all matters not reserved to the general meeting.

4-2. The board of directors consists of at least six and at most the number of members corresponding to the number of umbrella organisations that are members of FEDECRAIL. At least one member of the board will be of Belgian nationality.

Eligible are the members of the board, who are also members of

a. A voting member of FEDECRAIL, or

b. A voting member of a member of a member of FEDECRAIL.

Their term of office ends in the event of death, resignation, incapacity for community service, dismissal or expiry of their term of office. A board member can only be dismissed at a general meeting with two thirds of the votes.

4-3. All members of the board and the chairman are appointed by the annual general meeting in accordance with Article 3.1.

The chairman chairs both the board meetings and the general meeting. In the absence of the chairman, a vice-chairman shall perform his duties. If both are unable to attend a general meeting, the board members present may appoint a member from their midst to chair the general meeting.

4-4. A member of the board of directors is eligible for one election and three re-elections, each for a period of 3 years, for a consecutive period of up to 12 years.

For the purpose of this count, all immediately preceding years in the successive term of office of the member of the board of directors shall be counted.

The term year is defined as the period between two annual meetings.

A board member who has to resign in accordance with his mandate shall remain in office until the conclusion or suspension of the last annual meeting of his mandate.

4-5. Three months before the proposed date of the next annual meeting of FEDECRAIL, the board of directors shall inform all members which board members will resign at the annual meeting.

In the announcement a date is mentioned on which the next annual meeting of FEDECRAIL will take place. The announcement further mentions that the board will invite members to apply for membership of the board. The board will attach profiles of vacant positions to the invitation.

Applications must be received by the board at least two months before this date.

4-6. The board holds meetings at least twice a year and at other necessary times, convened by the chairman or at the request of at least three board members. The board takes its decisions by simple majority of votes. In the event of a tie, the chairman of the board shall have the casting vote.

The board publishes the minutes of the decisions taken at the general meetings and at its own board meetings and sends them to all members and affiliate members within two months.

4-7. For its board of director meetings, the board of directors can use the currently electronically available means of communication, such as web conferences.

Board members can also link their approval electronically - by e-mail - to the reports on board meetings prepared by the secretary.

4-8. The board of directors may draw up rules of procedure which may specify various matters and procedures, such as the delegation of tasks and the establishment of working groups and task forces. The board of directors may draw up and amend its rules of procedure. The board of directors shall inform members of any changes.

4-9. Law suits as plaintiff or defendant shall be filed on behalf of FEDECRAIL by the board of directors, represented by the president or a member of the board of directors designated by him.

All documents binding on the association must be signed, except in the case of special powers of attorney, by one of the members of the board of directors, who are not required to prove to third parties that they are competent in this matter.

4-10. The board may temporarily replace a deceased member or members who are no longer able to attend board meetings, or a retiring member; in this case the next general meeting shall confirm the proposal by election. The accepted member of the board is only entitled to vote if he or she has been confirmed by election at a general meeting.

4-11. A member who is unable to attend a board meeting may be represented by an authorised representative if the authorisation is accepted by the board. In such a case, the member must inform the secretary beforehand in writing.

4-12. All documents relating to the appointment, dismissal and termination of office of directors are notified to the Federal Public Service Justice and published in the annexes to the Belgian Official Gazette at FEDECRAIL's expense.

## Article 5

### 5. Finances

5-1. The financial year of FEDECRAIL runs from 1 January to 31 December.

The financial resources consist of:

- a. financial contribution units as defined in article 2-4, in respect of which the members receive a notice immediately after adoption by the annual meeting, payable by the members and affiliated members before 31 July of the year in question;
- b. Gifts
- c. Other revenues

5-2. The annual budget, including the expected membership fees, is determined by the annual meeting. The amount of the membership fee unit is derived from the annual budget by dividing it by the number of votes (points), as defined in article 2-4.

5-3. The annual meeting appoints two persons who are not members of the board of directors as auditors who report to the annual meeting on the quality of the board's reports.

The approval of this report on the previous financial year by the annual meeting releases the board of directors from criminal and financial liability.

5-4. The annual accounts must be filed with the registry of the company court or with the National Bank if the latter offers an electronic declaration facility.

## Article 6

### Term

FEDECRAIL exists indefinitely, but can be dissolved at any time in accordance with the following articles.

Article 7

7. Amendment to the articles of association

7-1. If less than two thirds of the members are present or represented at the first general meeting, a second meeting is required and the new general meeting shall deliberate and take a valid decision, regardless of the number of members present or represented. The second general meeting may not be held within one month of the first general meeting.

Majorities.

Resolutions within the general meeting are generally passed by a simple majority of the votes cast.

An amendment to the articles of association and the exclusion of a member are only accepted if they receive two thirds of the votes cast. However, if the amendment to the articles of association relates to the object or the altruistic purpose of the association or if there is a decision to voluntarily dissolve the non-profit organisation, it is only accepted if it receives 4/5 of the votes cast.

For the purposes of calculating the simple and special majorities referred to above, abstentions are not taken into account either in the numerator or in the denominator.

In all other matters, or where a vote by a majority is required, such majority, unless otherwise provided for in these articles of association, shall be the simple majority of the votes obtained on the basis of the total number of votes of each member currently or validly represented at the general meeting and the vote.

Article 8

Dissolution

8-1. The dissolution of FEDECRAIL can only be decided at a general meeting in the same way as an amendment to the articles of association of FEDECRAIL.

8-2. After dissolution, the responsibility for the liquidation remains with the board of directors or, failing that, with a three-member committee to be appointed by the general meeting which adopted the resolution on dissolution.

Any surplus arising after dissolution must be used in a manner consistent with the objectives of the association, such to be decided upon by the general meeting which decides on the dissolution.

Article 9.

General provisions

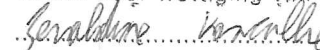
All matters not provided for in the above articles of association, and in particular publications in the annexes to the Belgian Official Gazette, are dealt with in accordance with the relevant legal provisions.

***Certified translation 'ne varietur' from Dutch into English in agreement with the original, made in Bruges on 13.11.2020, by Geraldine Vancoillie, sworn translator at the Court of First Instance in Bruges, Belgium, VTI-n° 5731888.***

***Voor eensluidende vertaling 'ne varietur' van het Nederlands in het Engels conform het origineel, gedaan te Brugge op 13.11.2020, door Geraldine Vancoillie, beëdigd vertaler bij de rechtbank van eerste aanleg in Brugge, België, VTI-nr. 5731888.***



Gezien voor wettiging van de handtekening van

 .....

beëdigde vertaler / vertaalster te  .....

Brugge, ..... **30 NOV 2020** .....

Namens de voorzitter van de rechtbank van  
eerste aanleg,

De gemachtigde griffier-hoofd van dienst



  
S. MESTDAGH