NAME, SEAT AND OBJECTS

Article 1.

1. The name of the Association is: Association for European Transport.
   The name is abbreviated to: AET.

2. The Association will have its seat in: The Hague.

Article 2.

1. The Objects of the Association are:
   to internationally promote understanding, co-operation, discussion, research and ——
development with regard to all aspects of transport.

2. The Association will try to effect such Objects by, among other things:
   - organizing an annual conference;
   - organizing other general and specific meetings and conferences;
   - collecting, collating, publishing and otherwise disseminating information relating to transport;
   - co-operating with other (international) organizations in the field of transport, and, further, by any and all other means permitted by law.

BODIES

Article 3.

The Association will have the following bodies:

1. The General Assembly of all individual members and member organizations (AET members);
2. The Council;
3. The Board;

MEMBERS

Article 4.

Membership of the Association shall be open to:

a. natural persons; these are called “individual members”;

b. legal persons, partnerships, partnership firms, limited partnerships and any other enterprises or businesses having any legal form whatsoever; these are called “member organizations”.

This category includes public bodies and government organizations, as well as scientific and learned institutions and other organizations concerned with the Objects of the Association.

Article 5.

1. The Board shall keep a register containing, for each category, the names and addresses, the nationality and, in the case of natural persons, the birth-dates of all members.

2. Member organizations are sub-divided into:
   a. small organizations, which shall be understood to mean organizations with one to ten (inclusive) professional employees working in the transport sector;
   b. average-sized organizations, which shall be understood to mean organizations with eleven to fifty (inclusive) professional employees working in the transport sector;
   c. medium-sized organizations, which shall be understood to mean organizations with fifty-one to one hundred (inclusive) professional employees working in the transport sector;

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d. large organizations, which shall be understood to mean organizations with one hundred and one to five hundred (inclusive) professional employees working in the transport sector; 

e. very large organizations, which shall be understood to mean organizations with over five hundred professional employees working in the transport sector;

f. libraries.

3. The Council may divide members into separate categories.

The General Assembly may also resolve that it shall be possible to grant certain titles to certain members, in which case the granting itself must be done by the General Assembly.

CONTRIBUTORS

Article 6. 

1. The Association accepts contributors.

2. Contributors shall be those who have been acknowledged as such by the Board and who each year give the Association financial support by making a minimum contribution to be fixed by the Council.

3. A contributor's rights and obligations may always be terminated by notice being given by either party, save that the annual contribution for the current Association's Year shall remain payable in full.

4. Notice of termination may at any time be given by the Board without reasons assigned.

ADMISSION

Article 7. 

1. Application for membership shall be made in writing on a form to be determined by the Board.

2. Admission shall be decided by the Board. On a member's admission the Board shall decide his nationality, or whether such member is an international organization.

3. On admission the member shall be registered in the Membership Register.

4. Rejection of an application shall be made by the Board by registered letter. The rejected applicant shall have the opportunity to appeal against the rejection within one-month after it was sent. The appeal shall be decided by the next following Council, which may yet resolve to admit.

EXERCISE OF MEMBERSHIP RIGHTS

Article 8.

Membership rights shall be exercised:

- in the case of an individual member: by the natural person himself;

- in the case of a member organization: by a representative ("organizational member") appointed in writing for that purpose by the board (of management) or authorized person or body of that organization, irrespective of the provisions relating to ———

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representation contained in the Articles (of Association) and/or Rules (and/or Regulations) of the member organization concerned. Such appointment can only be revoked if a substitute is appointed in writing at the same time.

TERMINATION.

Article 9.

1. Membership shall terminate:
   a. by the death of the member. If the member is a legal person or partnership of persons, membership shall terminate when it ceases to exist;
   b. by notice of resignation being given by the member;
   c. by notice of termination on behalf of the Association. Such notice may be given if a member has ceased to satisfy the requirements laid down in the Statutes, and also if the Association cannot reasonably be required to continue the membership;
   d. by expulsion. This can only be pronounced if a member acts contrary to the Statutes, Rules/Regulations or resolutions of the Association or unreasonably causes harm to the Association.

2. Notice of termination on behalf of the Association and of expulsion from membership shall be given by the Board.

3. Membership can only be resigned by the member or terminated by the Association by four weeks' notice being given in writing near the end of the Association's Year. However, membership can immediately be terminated if the Association or the member cannot reasonably be expected to continue it.

4. Any notice of resignation or termination contrary to the provisions of the preceding sentence shall determine the membership at the earliest permitted time following the date for which such notice was given.

5. A member may further give notice to resign his membership, effective immediately, within one month after he has been informed or come to the knowledge of any resolution restricting his rights or increasing his obligations; in that case such resolution shall not apply to him.

A member may also give notice to resign his membership, effective immediately, within one month after he has been informed of any resolution for conversion of the Association into any other legal form or for merger.

6. A member shall be free to lodge an appeal with the Council against any resolution for termination of his membership by the Association and any resolution for expulsion from membership within one month of receipt of the notice of such resolution. To that end such member shall be given notice in writing of the resolution as soon as possible, with reasons being given.

The member shall be suspended during the period for the appeal, and pending it.

7. If membership ends during an Association's Year, the annual membership fee shall nevertheless remain due in full.

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FINANCIAL DUES

Article 10.

1. Members will be under the obligation to pay an annual membership fee to be fixed by the Council. The Council may provide that (certain categories of) members shall pay different membership dues.

2. The Council may provide that a registration fee shall be due by members on admission.

3. The Council may impose special levies on members or a specific category of members.

4. The Board shall have power to grant full or partial exemption from financial obligations in special cases.

AET BOARD

Article 11.

1. The Board shall consist of a number of not less than two and not more than seven natural persons.

2. The Council shall fix the number of Board Members with due observance of the above provision.

3. Board Members shall be appointed by the Council from among the members of AET. Any Board Member may at any time be removed by those who appointed him.

4. Any Board Member may at any time be suspended by a resolution of the other Members of the Board jointly.

Any suspension which is not followed by a resolution for removal within three months shall end by the lapse of that period.

5. Each Board member shall step down not later than in the Council meeting to be held three years after his appointment, in accordance with a schedule to be drawn up by the Board. The Board member stepping down shall be immediately eligible for re-appointment. Any person appointed to fill a casual vacancy, shall take the place of his predecessor in the schedule.

6. Board membership shall further end:
   a. by termination of the membership of the Association, of the Board Member or by revocation of the authority granted by the legal person or partnership whose membership rights he exercises;
   b. by resignation.

Article 12.

1. The Board shall appoint from among its members a Chair, a Secretary and a Treasurer. The Board may appoint a deputy for any of them. The offices of Secretary and Treasurer can be held by one and the same person.

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2. The Board shall meet whenever deemed necessary by the Chair or two Board Members.

3. From the proceedings of each meeting the Secretary shall draw up at least a list of resolutions, which shall be confirmed and signed by the Chair and the Secretary.

DUTIES OF AET BOARD

Article 13.

1. The Board shall be in charge of the management of the Association, subject to the restrictions under the Statutes.

2. If the number of Board Members has fallen below two, the Board shall continue in its powers.

However, the Board will be under the obligation to convene a meeting of the Council as soon as possible, in which the vacancy or vacancies shall be filled.

3. The Board shall have power to cause specific Board duties to be performed under its responsibility by committees appointed by the same.

4. Subject to the provisions of paragraph 5, the Board shall have power to resolve to enter into any agreements for acquisition, alienation and encumbering of registered property and into any agreements whereby the Association becomes surety or several co-debtor, or answers for a third party, or undertakes to give security for the debt of another.

5. The Board shall require the approval of the Council for any resolutions:
   a. as referred to in paragraph 4;
   b. for renting/leasing, letting (out on lease) and otherwise obtaining the use or possession of any registered property and for terminating such agreements;
   c. for entering into any agreements whereby the Association is granted a bank credit;
   d. for lending any moneys, and for borrowing any moneys, not including making use of any bank credit granted to the Association;
   e. for entering into any 'confirmation' agreements;
   f. for taking legal action, including conducting arbitration proceedings, with the exception, however, of seizing property before judgement and any such legal action as brooks no delay;
   g. for entering into any employment contracts;
   h. for any action deviating from the budget approved by the Council.

Absence of approval of the resolutions specified in b. to h. inclusive cannot be invoked against any third parties by or on behalf of the Association.

REPRESENTATION

Article 14.

The Association shall be represented in and out of court by the Board, and by two Board members jointly.

ANNUAL REPORT AND ACCOUNTS

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Article 15.

1. The Association’s Year runs from the first day of April of any year up to and including the thirty-first day of March of the next year.

2. The Board will be under the obligation to keep such record of the financial position of the Association that its rights and obligations can be learned therefrom at any time.

3. Within six months of the end of the Association’s Year, subject to extension of that period by the General Assembly, the Board shall present its annual report at a General Assembly and render accounts of its management in the preceding financial year, submitting a balance sheet and a statement of assets and liabilities. After the expiration of such period each member shall have a right of action against the Board for such accounts.

4. Unless the audit of the annual financial statements has been entrusted to such expert as is referred to in subsection 1 of Section 2:393 of the Burgerlijk Wetboek (i.e. the Dutch Civil Code) (Chartered Accountant or Accounting Consultant), the General Meeting shall each year appoint from the members a committee of not less than two persons, who shall not sit on the Board. The committee shall audit the accounts of the Board and report its findings to the General Assembly.

5. If the audit of the accounts requires any special knowledge of accounting, then the committee may have itself assisted by an expert.

The AET Board will be under the obligation to give the committee any information desired by the same and, if desired, show them the cash and assets and grant them inspection of the accounting records and vouchers of the Association.

6. Approval of the annual financial statements by the General Assembly shall discharge the Board from liability for its management conducted in the Association’s Year concerned.

7. The Board will be under the obligation to keep the documents referred to in paragraphs 2 and 3 for ten years.

B U S I N E S S  P L A N  A N D  B U D G E T

Article 16.

1. The Board shall draw up a Business Plan stating what activities are to be performed in the ensuing financial year and in what ways it is to be done. This plan shall include a Budget of the costs involved.

2. The Board shall submit the Business Plan and Budget to the Council for approval. The meeting in which the Business Plan and Budget is to be approved must be held before the Association’s Year to which the plan relates.

3. The Council can approve the Business Plan and Budget only by a resolution passed by a majority of not less than two-thirds of the votes cast.

4. The Board shall not have power to implement any Business Plan and Budget (or any part thereof) before it has been approved by the Council.

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COUNCIL

Article 17.

1. a. The General Assembly shall elect from its number a Council consisting of an even number of not less than twelve and not more than twenty-four members, who shall not sit on the Board.

b. The Council shall have two ordinary meetings per year, unless it decides otherwise. In addition, the Council may decide to have other (extraordinary) meetings.

c. All members of the Council shall have one vote. No legally valid resolutions can be passed unless one half of the number of members of the Council are present or represented. No member of the Council can as a proxy represent more than two other members of the Council.

d. The General Assembly can adopt Election Rules, containing further rules for the election of Council members (which may also be held through correspondence) and which open the possibility to appoint an Election Committee.

e. Every Council member steps down at the latest in the General Assembly to be held three years after his election according to a schedule determined by the Election Rules or, in the absence of these, by the Council itself. He who is stepping down can stand for re-election immediately. He who is elected in a vacancy that occurred ahead of schedule, takes the place of his predecessor in the schedule.

f. The Council appoints a Council chair and a deputy Council chair from among its members.

g. If a Council member does not attend three consecutive ordinary Council meetings in person, the Board will make a proposal to the General Assembly to dismiss this member from the Council. Giving a proxy to another Council member does not count as being present.

2. The following decisions, amongst others, shall be subject to the approval of the Council:
   - laying down or amendment of Rules and Regulations;
   - change of the amount of the membership fee for the various categories of members;
   - appointment and removal of Members of the Board;
   - approval of the Business Plan and Budget.

3. In no case shall more than half of within the Council consist of persons or organizations of the same nationality.

4. In urgent cases the Council may pass resolutions without a meeting being held.

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5. A member of the Council shall either be an individual member or a representative—organizational member—of a member organization.

GENERAL ASSEMBLY

Article 18.

1. In the Association, all powers not conferred upon the Board or another body by the law or these Statutes shall belong to the General Assembly.

2. Each year within six months at the most following the end of the Association's Year—annual general assembly: the General Assembly, shall be held. The agenda for the General Assembly shall include:
   a. approval of the Annual Report as presented by the Board;
   b. discharge of the Board from liability for the management of the Association in the preceding Association's Year;
   c. the Annual Report and Accounts referred to in the article on the Annual Report—and Accounts, with explanatory notes, and the report of either the expert or the committee referred to therein;
   d. if no such expert as is referred to above has been appointed, appointment of the committee mentioned in c. for the ensuing Association's Year;
   e. filling any vacancies in the Council;
   f. any proposals of the Council or of members, announced in the notice convening the General Assembly.

3. Other General Assemblies shall be held whenever deemed desirable by the Board.

4. The Board shall further be under the obligation, on a written request of at least as many members as are entitled to cast one-tenth part of the votes, to convene a General Assembly by giving not more than four week's notice. In the event that the request has not been complied with within fourteen days, the requesting members themselves may call such meeting by giving notice in accordance with the provisions of these Statutes.

ADMISSION AND VOTING RIGHT

Article 19.

1. All members and Board and Council members of the Association shall have admission to the General Assembly. No suspended members and suspended Board members shall have admission. In deviation from the above, suspended members shall have admission to the General Assembly which is to consider the resolution for suspension and shall be entitled to speak thereon.

For the purposes of application of this article any members who have not paid their membership fee, as evidenced by the Association's accounting records, shall be deemed to be suspended members.

2. Admission of any persons other than those referred to in paragraph 1 shall be decided by the General Assembly.

3. Each individual member of the Association shall have one vote.

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Organizational members shall have a number of votes dependent on the size of their organization:

the member organizations referred to in article 5, paragraph 2 under:

a. shall have one vote;
b. shall have one vote;
c. shall have two votes;
d. shall have three votes;
e. shall have four votes;
f. shall have one vote.

4. A member may cast his vote through another member authorized in writing for that purpose. A member may represent one or more other members as a proxy.

5. No vote can be cast by any suspended member.

CHAIR, MINUTES

Article 20.

1. General Assembly shall be presided over by the Chair of the Council or his deputy. If the Chair of the Council and his deputy are absent, then one of the other Council members to be designated by the Council shall act as chair. If no chair is selected in this way, the General Assembly itself shall choose some-one to take the chair.

2. Minutes of the proceedings of each Meeting shall be taken either by a person designated for that purpose by the Chair of the General Assembly. The minutes shall be confirmed and signed by the Chair and the minutes secretary. Those convening the Meeting may cause a notarial report of the proceedings to be made. The contents of the minutes or the report shall be brought to the knowledge of the members.

RESOLUTIONS OF THE GENERAL ASSEMBLY

Article 21.

1. The opinion of the Chair of the General Assembly pronounced at the General Assembly concerning the result of a vote shall be decisive. The same shall apply to the contents of any resolution passed where the vote was taken on a proposal not laid down in writing.

2. If the correctness of the Chair’s opinion referred to in the first paragraph is disputed immediately after it has been pronounced, a second vote shall be taken if demanded by the majority of the Meeting or, if the original vote was not taken by poll or ballot, by any person present and entitled to vote. This second vote shall put an end to the legal consequences of the original vote.

3. Unless otherwise provided by the Statutes or the law, all resolutions of the General Assembly shall be passed by an absolute majority of the votes cast.

4. Any abstentions and invalid votes shall be regarded as null and void and not be counted in the determination of a majority.

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5. If in an election of persons no-one has obtained the absolute majority, a second vote —
shall be taken between the two persons who have received the largest number of votes.
Where in an election for a seat in the Council two or more persons have received an —
equal number of votes, a second vote shall be taken between these persons.

6. In case of an equality of votes on any matters other than those referred to in paragraph —
5, the resolution shall be lost.

7. All votes shall be taken orally unless a ballot is deemed advisable by the chairman or —
demanded before the vote by one of the persons entitled to vote. Ballots shall be taken by unsigned, closed papers.
Resolutions may be passed by acclamation unless a poll is demanded by any person —
entitled to vote.

CONVENING OF THE GENERAL ASSEMBLY

Article 22.

1. General Assembly meetings shall be convened by the Board by at least fourteen days' —
notice in writing being given to the members at their addresses as recorded in the —
Membership Register.

2. The notice convening the Meeting shall state the subjects to be considered without —
prejudice to the provisions relating to amendment of the Statutes or dissolution.

ADVISORY GROUP

Article 23.

1. The Association may set up an Advisory Group consisting of not more than five —
members.

2. The members of the Advisory Group shall be appointed by the members of the —
Council.

3. The Advisory Group shall support the Board with its knowledge and experience in the —
field of the Objects of the Association.

COUNCILS AND COMMITTEES

Article 24.

The Council may create councils and committees whose duties and powers shall then be —
laid down in detail in Rules and Regulations.

RULES AND REGULATIONS

Article 25.

1. The Council may lay down Rules and Regulations.

2. The provisions relating to amendment of the Statutes shall correspondingly apply to —
the laying down or amendment of Rules and Regulations, which shall not be —
inconsistent with the law or the Statutes.

AMENDMENT OF THE STATUTES, DISSOLUTION

Article 26.

1. Any resolution for amendment of the Statutes or for dissolution of the Association can

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only be passed by a majority of two-thirds of the votes cast at a General Assembly meeting.

2. Those who have convened the General Assembly meeting which is to consider a resolution for amendment of the Statutes or for dissolution must make available for inspection by the members at a convenient place, at least five days before the Meeting until the end of the day on which the Meeting is held, a copy thereof stating the proposed amendment word for word.

3. No amendment of the Statutes shall be effective until a notarial instrument has been made of it. Each Board member shall be independently empowered to sign that instrument.

Article 27.

1. After the resolution for dissolution of the Association the Board shall be in charge of its liquidation.

2. Any surplus balance after liquidation shall fall to those that were members at the time of the resolution for dissolution, each receiving a share proportionate to their membership fee paid in the last full year of the Association's existence. The resolution for dissolution may also make a different appropriation for the surplus balance, if any.

3. Members shall never be liable for any deficit.