



STATUTES

**Adopted at Annual General Meeting on 19 January 1997
in Brussels**

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in Milan**

European Cyclists' Federation (ECF) asbl, Rue Franklin 28, 1000 Brussels, Belgium
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Preamble

The association was founded on 11 November 1983 by the following founders:

Burckhard Doempke (German nationality)

23 rue de la Béguinage, 1000 Brussels, Belgium

date of birth: 18.12.1943

place of birth: Altlenbach, Austria

Agnès Loonis (Belgian nationality)

Blijdschapsstraat 107, 1070 Brussels, Belgium

date of birth: 05.11.1945

place of birth: Ukkel, Belgium

Tom Godefrooij (Dutch nationality)

Achtste Buitenpepers 16, 5231 Ben Bosch, The Netherlands

date of birth: 06.09.1950

place of birth: Eindhoven, The Netherlands

TITLE I NAME – HEADQUARTERS – DURATION

Article 1

1.1 The name of the association is: “European Cyclists’ Federation”; in German: “Europäischer Radfahrer Verband”; in French: “Federation Europeenne Des Cyclistes”, and/or in abbreviation: ECF.

1.2 All the acts, invoices, announcements, publications, and other documents issuing from the ECF shall indicate its name preceded or followed immediately by the words “association sans but lucratif” or the abbreviation “asbl” as well as the address of the headquarters of the association.

Article 2

2.1 The ECF’s registered office is established at Rue Franklin 28, 1000 Brussels (“the ECF Office”), in the judicial district of Brussels.

2.2 All changes of the registered office will be published without delay in the Appendices of the *Moniteur belge*.

2.3 The ECF is constituted for an unlimited duration.

2.4 The ECF will act as a federation of member organisations throughout Europe and beyond.

2.5 The ECF can collaborate with non-European groups and entities sharing similar ambitions and objectives. The activities of the ECF will take place more on the European or international level than on the national or local level. The ECF's member organisations may use the information, support, experience and skills of the ECF for their own specific campaigns. The ECF is entitled to apply for legal status in each country of Europe.

2.6 The working language of the ECF will be English. Where possible, the articles, documents, and discourses will be translated into other languages.

2.7 The ECF will take account of historical, cultural, economic and ethnic differences between countries and member organisations.

TITLE II OBJECTIVE – PURPOSE

Article 3

The objective of the ECF is to promote cycling for the benefit of people in Europe and beyond.

Article 4 – The purposes of the ECF are:

4.1 To promote and encourage cycling in the countries of Europe and beyond as an economic, effective, healthy, and environmentally respectful means of transport and recreation.

4.2 To enhance the status of cycling and to promote the recognition of its benefits for the individual as well as for society as a whole.

4.3 To further the consideration of cyclists' needs in Europe and beyond in all aspects of the organisation and management of transport, the environment, safety and health, and to promote conditions favourable to cycling throughout Europe and beyond.

4.4 To support member organisations on matters of national and international importance related to the objective and purposes of the ECF.

4.5 To initiate and conduct studies concerning cycling, transport, the environment, health and safety.

4.6 To enhance the information and advice available to member organisations and thus to assist them in their activities both on the national and international level.

4.7 To promote the exchange of information and skills among the member organisations.

4.8 To make the services of member organisations accessible to all members of member organisations in other countries.

4.9 To organise conferences regularly in Europe in order to discuss subjects relating to cycling, transport, the environment, health and safety.

4.10 To provide information and expertise and to raise the awareness of specific groups – international institutions and organisations, politicians, organisers, industrial and commercial groups, agencies for bicycle trips, tourism offices, environmental groups, and transport linked to cycling – of the benefits and needs of cycling.

4.11 The ECF may perform all acts related directly or indirectly to its purposes. It may, in particular, lend its support and engage in all activities similar to its purposes.

TITLE III MEMBERSHIP

Article 5

5.1 Membership of the ECF shall be open to all organisations with an interest in promoting cycling for the benefit of people in Europe and beyond.

5.2 The ECF is composed of Full Members and Associate Members.

5.3 The ECF shall have a minimum of three Full Members.

5.4 Full Members are entitled to vote at ECF meetings with the number of votes as laid down in paragraph 11.2. They have access to all of the services of the ECF, present or future.

5.5 Associate Members are entitled to receive regular information and to participate in the events of the ECF just as are the Full Members except that they do not have the right to vote.

5.6 ECF will also organise other groups of organizations and individuals who support the promotion of ECF objectives regarding cycling. These groups can operate under various names and structures such as Networks, Alliances and Clubs, and will generally be designated under the name of 'networks'.

Membership of a network is voluntary and any perceived financial contribution will be voluntary donations in favour of pursuing the objectives of the ECF. As part of these statutes, membership in a network will not involve joining the ECF and will not confer any rights and obligations of members described elsewhere in these statutes.

However, ECF has the right to request a financial contribution for a Network membership.

Members of ECF may also be members of a network.”

Article 6 – Admission

6.1 Full Membership is open to national, regional or local associations of cyclists and cyclists’ groups in Europe, whose principal objective is the promotion of the bicycle as an everyday means of transport or recreation.

6.2 Associate Membership is open to:

- non-European entities that otherwise meet the above mentioned criteria for Full Membership;
- associations that do not meet the above mentioned criteria for Full Membership but that are, nevertheless, interested in promoting the use of the bicycle;
- non-commercial bodies with an interest in the bicycle as a means of transport or recreation.

6.3.1 Applications for Full or Associate Membership shall be sent by post or by electronic mail to the ECF Office and may be decided by the ECF Board, subject to ratification at the next General Meeting.

6.3.2 A representative of the applicant organisation shall be present at that next General Meeting or represented by a delegate of a Full or Associate Member by means of a written proxy, sent to the ECF Secretary General.

6.3.3 DELETED

6.4 Each member organisation shall designate one contact person to assure liaison with the ECF, other member organisations, the ECF Office and the ECF Board between meetings. It will be the responsibility of this person to ensure that all communications from the ECF Office, the ECF Board and other member organisations are dealt with properly.

Article 7 – Resignation, exclusion, suspension

7.1 A member organisation may cease to belong to the ECF at any time by sending a letter of resignation to the ECF Office. The resignation will take effect immediately, on the understanding that the membership fee for the current year must be paid.

7.2 A Full or Associate Member is deemed to have resigned if it does not pay the dues incumbent upon it within three months of a reminder sent to it by registered letter by the Treasurer. The Treasurer will confirm the cessation of membership in writing. Pending payment of outstanding fees, Full Members' voting rights are suspended.

7.3 The exclusion of a member organisation can only be pronounced by the General Meeting with a two-thirds majority of the votes present or represented if it deems that the conduct of the member does not serve the objectives of the ECF.

7.4 The ECF Board can suspend member organisations who are guilty of a grave culpable violation of the Statutes and the laws of honour and propriety pending the decision of the General Meeting.

Article 8

A resigning, suspended, or excluded member organisation, as well as the its successor(s) in title or the administrators of a liquidated member organisation shall have no rights to any of the ECF's assets. Such member shall however remain liable for the membership fee payable during the financial year during which exclusion or withdrawal occurs and shall not be entitled to reimbursement. Such member cannot claim or request to release or present financial accounts, to affix seals or to inventory goods. It must return to the ECF any and all goods of the ECF within 15 days of its resignation, suspension or exclusion.

Article 9

The ECF Board maintains a register of the member organisations in conformity with Article 10 of the Law of the twenty-seventh of June one thousand nine hundred and twenty-one relative to non-profit organisations ("the Law of 1921").

TITLE IV DUES

Article 10

10.1 Full Members and Associate Members shall pay annual dues, which can differ per member category. The amount of these dues is determined by the General Meeting. They cannot be more than one million euros (€1,000,000.00) per member organisation per year.

10.2 Membership is effective as from the payment of the membership fee.

TITLE V GENERAL MEETING

Article 11

11.1 The General Meeting shall be composed of:

- Full Members, which shall have voting rights as stipulated in article 11.2;
- Associate Members, without voting rights.

The General Meeting shall only deliberate validly if at least 25% of the Full Members are present or represented.

11.2 The number of votes Full Members are entitled to depends on the size of their membership:

1 - 999 members : 1 vote

1000 - 4999 members : 2 votes

5000 - 9999 members : 3 votes

10000 - 19999 members : 4 votes

20000 - 39999 members : 5 votes

40000 members and above : 6 votes

Article 12

The General Meeting has powers that are expressly recognised by the law or the present Statutes.

Reserved to its competence are, in particular:

12.1 amendments to the Statutes;

12.2 the appointment and dismissal of the President, the Treasurers and Vice-Presidents; if appropriate, the appointment and dismissal of auditors;

12.3 the approval of budgets and accounts as well as the discharge of the President, the Treasurer and the Vice-Presidents and, if appropriate, the auditors;

12.4 the voluntary dissolution of the ECF;

12.5 the exclusion of member organisations;

12.6 the transformation of the association into a company with a social purpose;

12.7 to vote on affairs of general policy.

Article 13

13.1 At least one general meeting must be held each year. The date and the place of the next AGM will be decided by the ECF Board. The board may delegate this to a committee of the board.

13.2 Initial notice of the AGM date will be sent to the member organisations by ordinary letter or by email at least four months in advance of the meeting. Full and Associate Members can present topics for discussion and reflection at the AGM and must, insofar as is possible, provide the details thereof to the ECF Office at least two months before the AGM to have them placed on the agenda.

13.3 The AGM is convened by the ECF Board via invitations sent by ordinary letter or by email to all of the member organisations at least six weeks before the meeting.

The proposed topics for decision will accompany the invitation.

13.4 The agenda together with supporting documentation and the detailed programme of sessions will be sent by ordinary letter or by email at least fifteen days before the AGM.

13.5 The minutes of the General Meeting will be sent to all of the ECF's member organisations within four months after the meeting.

Article 14

14.1 Each member organisation is entitled to attend the General Meeting by the delegates of its choice.

14.2 Full Members may be represented at the General Meeting by means of a written proxy, sent to the ECF Secretary General, subject to overall limitation of two proxies per delegate.

The proxy must be a delegate of a Full or Associate Member.

14.3 No delegate can exercise more than six votes.

Article 15

The General Meeting is presided over by chairs appointed by the General Meeting.

Article 16

16.1 Resolutions are passed by simple majority of the votes present or represented except in the case when it is decided otherwise by law or the present Statutes. Abstentions are excluded.

16.2 Votes concerning natural persons are taken by secret ballot.

Article 17

The General Meeting cannot deliberate validly on the amendment of the Statutes, or on the the dissolution of the ECF, or on the transformation of the ECF into a company with a social purpose except at a General Meeting where a two thirds majority of the votes present or represented are in favour of the proposal, in conformity with Articles 8, 20 and 26 *quater* of the Law of 1921 respectively.

Article 18

The ECF can meet in an Extraordinary General Meeting (EGM) at any time by decision of the ECF Board and in particular at the request of six Full Members, or one fifth of the Full Members, whichever is the smaller number. The EGM will be held on the day, at the time, and in the place indicated in the invitation that will be sent at least one month before the EGM, accompanied by the proposed topics to be decided at the EGM.

Article 19

The decisions of the General Meeting are recorded in a register of minutes signed by the President and a Vice-President.

TITLE VI ADMINISTRATION

Article 20

20.1 The ECF shall have a Board consisting of a minimum of three persons and a maximum of eight persons, including a president, a treasurer and one or more vicepresidents. The board members shall be elected in their function by a majority vote at the AGM. The term of the president, the treasurer and vice-presidents shall be three years with a maximum of two consecutive terms, unless otherwise decided by the General Meeting.

20.2 The General Meeting may dismiss Board members at any time by a majority vote of two thirds of those present or represented and eligible to vote.

20.3 Board members may at any time present their resignation by registered letter addressed to the President or one of the Vice-Presidents. In the event of a vacancy in the course of a term, a replacement Board member can be appointed by an EGM. In this case, he/she will complete the term of the Board member he/she replaces.

Article 21

21.1 The President is responsible primarily for supervising the tasks of the ECF and of representing it to the outside world. He/she is the first person to be contacted in the event of problems.

21.2 If the President is unable to fulfill his/her functions, they will be assumed by a vice-president in the order of the list “vice-presidents for replacement of the president” decided by the board.

21.3.1 The role of the Treasurer is to maintain the financial accounts of the ECF, including the expenditures and the receipts, and to submit the annual balance to the member organisations during the AGM.

21.3.2 In addition, the Treasurer will regularly submit the accounts to the ECF Board. The Treasurer is entitled to request a meeting of the ECF Board if the financial condition of the ECF justifies this.

21.3.3 The Treasurer will ensure that the accounts are presented to the auditors promptly enough for them to perform their task and present their report to the member organisations.

21.4 The ECF Office is established in a place suitable for establishing good contacts. The ECF nevertheless can engage regional or specialised services and/or posts (in consultation with the competent local member organisation if necessary) if financing, important contacts, specific tasks, and so on justify it.

Article 22

22.1 The ECF Board meets at the invitation of the President and/or of the Secretary General at least four times per year to examine the financial accounts, the projects, and the tasks of the ECF. It forms a college and cannot decide unless a majority of its members are present.

22.2 Its decisions are taken by simple majority vote: if there is a tie vote, then the vote of the President or his/her replacement decides. The decisions are recorded in the form of minutes signed by the President and the Secretary General and entered in a special register.

22.3 The minutes of the ECF Board will be sent to all of the member organisations within four months of the meeting of the ECF Board.

22.4 The ECF Board may invite other persons to attend the meeting if it deems it appropriate.

Article 23

23.1 The ECF Board has the most extensive powers for the management and administration of the ECF.

23.2 The role of the ECF Board is to coordinate and continue the mission of the ECF between General Meetings and to manage and support the staff and the project groups.

23.3 The ECF Board will also cooperate with the organisers of General Meetings to establish the agenda and the schedule of the meeting.

23.4 The ECF Board is authorised to assign projects or to prepare reports in the interests of the ECF and its member organisations.

23.5 It is entitled to refuse to use the name of the ECF for a project or a report if it deems that it is not of sufficient interest to the ECF or that it is not of sufficient quality to bear its name.

Article 24

24.1 The ECF Board is empowered to assign the daily management of the ECF to a Secretary General, whose powers and salary are decided upon by the Board. The Secretary General has power to appoint and dismiss other staff.

24.2 The ECF Board has power to appoint one or more of the Board members to carry out specified paid tasks.

Article 25

25.1 Each Board Member validly signs alone the acts regularly decided upon by the ECF Board; he/she will not have to justify his/her powers vis-à-vis third parties.

25.2 The ECF is also represented by any other person acting within the limits of the powers delegated by or pursuant to a decision of the ECF Board.

Article 26

The Secretary General and, in his/her absence, the President, are authorized to accept donations made to the ECF provisionally or definitively and to fulfill all formalities required for their acquisition.

TITLE VII MISCELLANEOUS DISPOSITIONS

Article 27

Internal rules can be presented by the ECF Board to the General Meeting. Amendments to these internal rules can be made by a General Meeting.

Article 28

The financial year commences on the first of January and terminates on the thirty-first of December.

Article 29

29.1 The accounts of the past year and the budget for the following year will be submitted annually for approval by the AGM within six months of the closure of the financial year.

They must be published in conformity with Article 17 of the law if applicable.

29.2 All money must be deposited in a bank account in the name of the ECF or of one or more of its projects as agreed by the ECF Board.

Article 30

If appropriate, and in all cases when the law so requires and within the limits it provides, the auditing of the ECF is done by one or more auditors appointed by the General Meeting for three years. The auditor(s) may be re-appointed and may not be members of the ECF Board or the ECF staff.

Article 31

31.1 In the event of the dissolution of the ECF, the General Meeting designates one or more liquidators, determines their powers, and indicates the allocation to be made of the net assets of the ECF.

This allocation of any remaining assets must be applied towards another similar organisation or such charitable purposes as may be approved by the member organisations.

31.2 All decisions relating to the dissolution, conditions of liquidation, appointment and termination of the functions of the liquidator or liquidators, the closure of the liquidation, as well as the assignation of the net assets are deposited at the office of the clerk and published in the Appendices of the *Moniteur belge* as stipulated in Articles 23 and 26 *novies* of the law.

31.3 The working language of ECF is English. To the extent required under Belgian law, documents and proceedings of the ECF shall be drafted in French.

31.4 All matters which are not covered by these Statutes shall be settled in accordance with the Law of 1921.