

## **EMTA**

### **STATUTES**

**Modified at Budapest General Meeting 12 May 2016**

#### **I - PURPOSE AND MEMBERSHIP**

##### **ARTICLE 1 – TITLE, PURPOSE AND DURATION**

The association named EMTA (European Metropolitan Transport Authorities) is a non-profit seeking association founded in 1999 under French regulations and ruled by the 1<sup>st</sup> July 1901 law and the 16<sup>th</sup> August 1901 decree.

The name cannot be modified unless unanimous decision of Full Members according to art.7.1 hereby.

Its purpose is to gather representatives from the European Metropolitan Transport Authorities to determine common positions on subjects of common interest, organise meetings and facilitate the exchange of information, experience and research.

These exchanges will be developed through a multimodal transport approach and will cover all aspects in relationship with metropolitan areas including institutional, organisational, financial, technical, environmental, transport policies and integration of transport systems.

EMTA may therefore carry out studies, case studies, work and trials on subjects jointly requested by its members.

It may organise seminars, symposia, any other events of interest to its Members, particularly in the fields of research and development, and may participate in international events.

It may present the opinion of its Members to European or international institutions.

It may also make recommendations, request and take any initiative with regard to European and international institutions and organisations, in particular it can represent its Members and participate into European projects.

The duration of the association is undetermined.

##### **ARTICLE 2 - HEAD OFFICE**

The head office is located 41 rue de Châteaudun 75009 Paris, France.

A change of country in the head office address has to be decided by Full Members at a majority of two thirds of the votes according to art.7.1 hereby.

## ARTICLE 3 - MEMBERSHIP

There are three (3) categories of members each entitled to different prerogatives and liabilities/duties:

### **The Full Members**

The Full Members of EMTA are the Authorities responsible for transport in the main European cities or metropolitan areas who have signed these Statutes before the registration date.

After the registration date, any Authority responsible for transport in a main European city or metropolitan area may become a Full Member by applying to EMTA for membership, and in the next general meeting, it will be taken a decision, respecting the quorum and majority as provided in the Intern Rules.

### **The Associates Members**

Associate Membership of EMTA is available to European local or regional public organisations and to any relevant European association or co-ordinating body actively involved in organizing public transport. Any of these organisations may become an Associate Member by applying to EMTA for membership, and in the next general meeting, it will be taken a decision, respecting the quorum and majority as provided in the Intern Rules.

### **The Partner Institutions**

The Partner Institutions are the Authorities responsible for transport in metropolitan areas or main cities outside of Europe.

Any of organisations may become a Partner Institution by applying to EMTA for partnership, and in the next general meeting, it will be taken a decision, respecting the quorum and majority as provided in the Intern Rules.

Each member designates namely a representative to participate into General Meetings.

## ARTICLE 4 - RESIGNATION AND EXCLUSION

Membership is lost through:

- resignation notified by letter to the President of the association. The loss of membership is upon reception of the letter ;
- exclusion pronounced by the general meeting because of the non-payment of the membership fees ;
- exclusion pronounced by the general meeting because of a serious breach by a Member that might cause a prejudice to the reputation or the interests of the association ;
- a breach of statutory obligations or Intern Rules ;
- dissolution.

The next general meeting decides the exclusion by the quorum and majority that Intern Rules provide.

## ARTICLE 5 – MEMBERS DUTIES

Members are bound by statutory and internal rules.

Members are bound by decisions and measures taken by general meetings and the board.

## II - FUNCTIONING

### ARTICLE 6 - ORGANISATION

The means of functioning of EMTA are:

- the general meeting ;
- the board ;
- the president ;
- the secretariat ;
- working groups.

### ARTICLE 7 - GENERAL MEETING

The General meeting must be convened at least once a year by the president.

The general meeting can be called on request of the board or of at least a quarter of its members.

#### **Art 7.1 Composition**

The general meeting includes all Members that is to say, Full Members, Associate Members and Partner Institutions that have paid their annual fees at the time of the general meeting.

Each Member must have paid the annual fees (including during the meeting) to be able to take part in the vote.

The President, presides over the general meeting and decides on the items to be on the agenda.

Each Member has one vote, however:

- Only Full Members can vote on resolutions on statutory issues (modification of statutes, election of the Board, joining of new members, exclusion of a member and dissolution of the association).
- Only Full Members and Associate Members can vote on European matters.

Each Member designates namely a representative to participate into general meetings.

Any member of the general meeting can vote by proxy for another member. Written votes will be accepted. Empowerment must be written and is submitted to the president's approval at the start of the meeting.

Rules about quorum and majority and vote by proxy are specified in the Intern Rules.

## Art 7.2 Prerogatives

The general meeting approves the report on the board's management, the financial situation and the activities of the association:

- it decides about new members be they Full Members, Associate Members or Partner Institutions, and about the possible resignation and exclusion of members ;
- it determines the membership fees ;
- it decides on the number of Board Members, proceeds to the election of the president, and validates the nomination by the Board of the vice-presidents and the treasurer ;
- it decides about assets in case of dissolution of the association.

ARTICLE 8 – THE BOARD
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- a) EMTA is controlled by a Board of three (3) to twelve (12) Full Members elected by the Full Members in general meeting for a two (2) year renewable period.

At the time of election the candidate holds responsibilities in the organisation of transport within the Transport Authority he represents.

The choice for each vacant position is made by a secret ballot requiring a simple majority of the votes Members present and represented recorded.

- b) The board includes at least a president, one or more vice-presidents and a treasurer.

If a position becomes vacant, the board shall nominate a temporary substitute.

The final replacement will be made on the next general meeting, by decision of the Full Members.

- c) The Board meets at least once a year on request of the President or when required by two of its members.

All decisions require a simple majority of the votes recorded of Members present and represented. Should there be a draw, the President has a casting vote.

- d) The Board shall draw up the main programme for action and communication, prepare the budget, close the accounts, prepare the general meeting and implement its decisions.

ARTICLE 9 - THE PRESIDENT
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The president represents the association in all civil undertakings.

The President is elected by the general meeting by secret ballot vote, among the category of Full Membership for a two (2) years mandate, renewable once. At the time of election the candidate to Presidency holds responsibilities in the organisation of transport of the Transport Authority he represents.

He conducts the work of the Board, convenes and presides over the general meetings and decides on the items to be put on the agenda.

He supervises the Secretariat General.

## ARTICLE 10 - SECRETARIAT

A secretariat is set up under the President's responsibility. It is composed of a Secretary General and one or more assistants.

The Secretariat is responsible for supporting administratively EMTA's organizational units, preparing and organising the Board's meetings and general meetings, helping thematic working groups, promoting and updating the network for interchange and contact between members.

## ARTICLE 11 - WORKING GROUPS

EMTA is organised on a voluntary basis into working groups on subjects decided jointly at the general meetings. All Members can participate.

The working group's conclusions are presented to all the members for validation during a general meeting.

# III - FINANCING

## ARTICLE 12 - MEANS

The association's financing is provided by the following means:

- The membership fees determined every year by the general meeting ;
- The subsidies and financial assistance paid by public administrations, the European Union or any European or International organisation ;
- Any other form of funding allowed by current laws and regulations.

The Treasurer shall be responsible for collecting the membership fees and all other funds.

## ARTICLE 13 - BUDGET

The budget is prepared by the Board, approved by the general meeting and administrated by the Treasurer.

## ARTICLE 14 - ACCOUNTING

The Treasurer is in charge of the account book which must show every year the operating balance.

Six (6) months at most after the yearly accounting is closed, the report is presented for approval to the general meeting along with the foreseen budget for the coming period of time.

Prior to the presentation at the general meeting the accounting report for the closing of the previous year must be certified by an external auditor.

This auditor needs to be approved by the general meeting for a 6 year period.in compliance with [French] law.

## **IV - INTERN RULES, MODIFICATION OF STATUTES AND DISSOLUTION**

<b>ARTICLE 15 - INTERNAL RULES</b>
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The president, after consultation with the Board, sets up the Intern Rules to complement the statutes. The Intern Rules are proposed for adoption to the general meeting.

The President may change existing Intern Rules or create new ones after consultation with the Board.

The internal rules do not derogate from the statutes..

<b>ARTICLE 16 – MODIFICATION OF STATUTES; QUORUM AND VOTING</b>
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The statutes can be changed by the Full Members of the general meeting upon proposal of the board or of at least a third of its Full Members.

Any proposal for modification of statutes must be passed on to the Secretariat at least 21 days ahead of the next general meeting.

The modifications required must be included in the agenda of the next general meeting and sent to the members at least 15 days before the date of the meeting.

Half plus one of the general meeting’s Full Members must be present or represented to vote on any modification.

If this quorum is not reached, the general meeting gathers again at least 15 days later; it can then make a decision irrespective of the number of Full Members present or represented.

The statutes can only be changed if 2/3 of the Full Members votes cast are in favour. Written votes will be accepted.

<b>ARTICLE 17 - DISSOLUTION</b>
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The Full Members at the general meeting can, on proposal of the Board, decide to break-up the association.

The general assembly of Members must be gathered for this special occasion at the latest during the second following general meeting and consist of at least half its Full Members plus one, present or represented.

If this proportion is not reached, the general assembly is gathered again at least 15 days later and can then make the decision whatever the number of Full Members present or represented.

The breaking-up can only be decided if 2/3 of the Full Members votes cast are in favour.

If it is decided to break up the association, the general meeting will designate the liquidator to take care of the liquidation and the distribution of the association's assets. Including to other association pursuing a same aim as EMTA.

## **V – DIVERS CLAUSES**

### **ARTICLE 18 - ACCOUNTING PERIOD**

The association's accounting period starts 1st January and ends 31 December.

### **ARTICLE 19 - LANGUAGE**

Official languages are French and English. In case of divergence of interpretation about the statutes, the French version will prevail.

Third parties are bound by the French version.

### **ARTICLE 20 - NOTIFICATION**

Transmission of documents can be done legitimately through the use of a letter, a fax or electronic mail provided the date of the message sent can be certified.

### **ARTICLE 21 - LITIGATION AND DISPUTES**

Any legal dispute that arises during the term of existence of the association shall be brought for litigation to the competent French court of Justice, adhering to the location of the [French] head office.

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