



**By-laws
of the
ITDP Europe – SUSTRAN reg. Ass.**

Preamble

ITDP Europe – SUSTRAN is the European Section of the Institute for Transportation and Development Policy (ITDP). ITDP operates internationally, is incorporated in the USA and recognised as a non-profit organisation seated in New York City. While ITDP Europe – SUSTRAN is legally independent, as the European Section, it is committed to the same environmental and transportation policy goals as ITDP.

§ 1 Name, Seat, Fiscal Year

- (1) The name of the association is

ITDP Europe – SUSTRAN.

It is to be entered in the Register of Associations; on registration, it carries the suffix “reg. Ass.”.

- (2) The seat of the association is Berlin.
(3) The fiscal year is the calendar year.

§ 2 Purpose of the Association

- (1) The purpose of the association is to promote nature conservancy and environmental protection as well as development aid in accordance with Annex 1 Section A Clauses 5 and 12 on § 48 Paragraph 2 EStDV.
- (2) The purpose as stipulated in the By-Laws is realised in particular by the following measures:
- a) co-operating with other international institutions and organisations as well as the public with a view to avoiding or reducing transportation and settlement structures biased towards dependence on automobiles,

- b) developing, disseminating, implementing and supporting non-commercial concepts and projects that generally promote resource-conserving and socially equitable transportation and settlement development including such measures and initiatives that aim at revitalising and re-using industrial brownfield sites, especially in transition and developing countries
- c) developing, disseminating, implementing and supporting non-commercial concepts and projects promoting non-motorised transport, in particular such measures and initiatives that promote the attractiveness, efficiency and affordability of non-motorised means of transport – above all bicycles –, particularly in developing countries.
- d) developing, disseminating, implementing and supporting concepts and projects promoting public transport, in particular such measures and initiatives that maintain or improve the attractiveness, efficiency and affordability of public means of transport, inter alia in developing countries,
- e) supporting the influence of independent environmental organisations and experts on transport infrastructure policy and on the practices and projects of international and national financing and development institutions, i.a. in developing countries
- f) implementing, commissioning or funding of research and research projects in the field of environmental protection and nature conservancy and development aid, in accordance with § 68 Clause 9 General Tax Code.
- g) non-commercial issuing of publications and information material as well as the organisation and running of workshops, seminars and training courses in the field of environmental protection and nature conservancy as well as development aid.

§ 3 Non-profit-making Character

- (1) The association pursues exclusively and immediately non-profit purposes in accordance with the Section on “Tax-privileged Purposes” in the Tax Code.
- (2) The association operates on a charitable basis and does not primarily pursue its own economic purposes.

- (3) The funds of the association may only be used for the purposes stipulated in the By-laws. The members do not receive any shares of proceeds, nor are they entitled in their capacity as members to any other allowances from the funds of the association. No person may be benefited by expenditure that is outside the purpose of the association or by disproportionately high remunerations.
- (4) In the case of the association being dissolved or suspended or tax-privileged purposes being lapsed, the assets of the association go to a juristic person under public law or another tax-privileged corporation to be used to promote environmental protection.
- (5) To fulfil its purpose, the association can use helpers bound by instructions if it is not already operating via its own organs and members. In addition, in accordance with § 58 of the Tax Code, the association can partly contribute its assets to another corporation that is also tax-privileged or a corporation under public law to be used for tax-privileged purposes.
- (6) All holders of association offices may have their expenses reimbursed on proof.
- (7) In addition, the board members may receive an appropriate remuneration that corresponds to the effort their office requires and is compatible with the non-profit purpose of the association. It is up to the general meeting to decide the level of remuneration.

§ 4 Acquiring Membership

- (1) Every natural juristic person with a full capacity to contract as well as all corporations under public law can become members of the association. A distinction is made between regular and supporting members.
- (2) The application for membership of the association is to be filed to the board in writing. The board decides on admission. The application should also include a statement on whether admission is sought as an regular or a supporting member.
- (3) Changing the type of membership can be applied for at the board, and if it is approved, it comes into effect at the beginning of the calendar year following the confirming voting of the board.

§ 5 Terminating Membership

- (1) Membership is terminated
 - a) by death, in the case of juristic persons and associations of individuals with their dissolution,
 - b) by voluntary resignation of membership,
 - c) by being expelled from the association.
- (2) Voluntary resignation of membership is by a written statement to be submitted to a board member. It is only permissible at the end of a calendar year and at three months' notice.
- (3) A member who has gravely contravened the interests of the association can be expelled from the association by way of a board resolution. One important reason in accordance with this provision is being in arrears with fees and financial obligations for a period of twelve months and not paying the arrears within a period of 14 days after the second letter of reminder has been sent.
- (4) Before the resolution is passed, the member is to be granted a period of 14 days as an opportunity to justify himself or herself before the board or in writing. Reasons have to be given for the resolution on the member's expulsion, and he or she must be informed of them via a letter sent recorded delivery.
- (5) The member has the right to appeal to the general meeting against the resolution on his or her expulsion. The appeal has to be lodged with the board within a period of one month of receipt of the resolution on expulsion. The general meeting decides on the appeal at its next regular meeting. If the member does not make use of his or her right to appeal or fails to observe the time-limit for appealing, he or she therewith makes himself or herself subject to the resolution on expulsion, resulting in membership being regarded as terminated. From the receipt of the resolution on expulsion up to its ultimate effectiveness, the membership rights of the respective member are suspended.

§ 6 Members' Rights, Membership Fees

- (1) All members have the right to attend the general meeting of the association, bring in motions and take the floor in debates.

- (2) Only regular members enjoy an active and passive right to vote when votes are taken. Each regular member has one vote. With written authority, each regular member can exercise the rights of up to three other regular members to vote.
- (3) The members pay an annual membership fee the level of which is set separately for regular and subscribing members at the general meeting.
- (4) In the case of the membership fees for subscribing members being raised, these are entitled to a special right of notice use of which can be made in writing to the board within one month of the resolution on raising membership fees having been passed.
- (5) All regular members have the right to access the accounts of the organization

§ 7 Bodies of the Association

The bodies of the association are

- a) the board,
- b) the general meeting.

§ 8 The Board

- (1) The board in accordance with § 26 BGB comprises the chairperson, two deputy chairpersons and a treasurer.
- (2) The association is jointly represented in court and extra-judicially by the chairperson on his own or her own or by two other members of the board.

§ 9 Election and Term of the Board

- (1) The members of the board in accordance with § 8 Paragraph 1 are elected by the general meeting for a period of two years starting with the day of their being elected; however, they remain in office until the board has been newly elected.
- (2) Each member of the board is to be elected separately. Only regular members of the association may be elected.

- (3) If a member of the board retires before expiration of his or her term, the board elects a substitute member for the remaining term of the retired board member.

§ 10 Responsibilities of the Board and Its Passing of Resolutions

- (1) The board is responsible for all matters concerning the association provided that they are not assigned to another body of the association by law or by these By-laws. It above all has the following tasks:
 - a) preparing the general meeting and fixing the agendas,
 - b) calling general meetings,
 - c) implementing the resolutions of the general meetings,
 - d) drawing up a budget for each fiscal year, accounting, compiling an annual report,
 - e) concluding and terminating employment contracts,
 - f) passing resolutions on the admission and expulsion of members.
- (2) The board generally passes its resolutions at board meetings that are called at a week's notice with the agenda stated by the chairperson or, if he or she is not available, by a deputy chairperson in writing, by telephone or via electronic media
- (3) A quorum is present if at least two of the board's members, including the chairperson or a deputy chairperson, are present. In passing a resolution, the majority of the valid votes cast is decisive. If there is a tie, the chairperson's vote decides, and if he or she is absent, the votes of the deputy chairpersons decide.
- (4) The board meeting is headed by the chairperson or, in the case of his or her inability to attend, a deputy chairperson. The resolutions of the board are to be recorded and signed by the head of the meeting to provide proof. The minutes are to contain the place and time of the meeting, the names of the participants, the resolutions passed and the results of voting.
- (5) A resolution may also be passed outside board meetings in writing via facsimile or electronic media if all board members declare their approval of this procedure.

§ 11 The General Meeting

- (1) Each regular member has a vote in the general meeting. Another member can be authorised in writing to exercise the right to vote. Such an authorisation is to be given separately for each general meeting. However, a member may not represent more than three votes other than his or her own one.
- (2) The general meeting is responsible for the following matters:
 - a) electing and removing members of the board,
 - b) approving the budget drawn up by the board, accepting the board's annual report, formally approving the board's actions, and generally providing fiscal oversight over the organization
 - c) setting the level and payability of the membership fees,
 - d) passing resolutions on amendments of the By-laws and on the dissolution of the association,
 - e) passing resolutions on an appeal against a resolution on expulsion passed by the board.
 - f) setting the policies and overall goals of the organization
 - g) electing a special person for special functions such as auditing the accounts of the organization
- (3) In matters falling under the responsibility of the board, the general meeting can make recommendations to the board. On its part, the board can consult the opinion of the general meeting on matters pertaining to its scope of responsibility.

§ 12 Calling the General Meeting and Passing Resolutions at the General Meeting

- (1) At least once a year, if possible in the last quarter, a regular general meeting should take place. It is called in writing and with reference to the agenda, observing one month's notice. The period of notice starts with the day following the dispatch of the invitation letter. The invitation letter is regarded as received by the member if it has been sent to the address the member has last notified the association of.
- (2) An extraordinary general meeting is to be called if this is applied for at the board by at least a third of the members in writing and with reference to the reason. In

addition, the board can call an extraordinary general meeting at any time should the interests of the association require this. The provisions on the regular general meeting apply accordingly.

- (3) The general meeting is headed by the board chairperson or the deputy chairperson if the chairperson happens to be unavailable. If none of the board members are present, the meeting determines the head. In elections, heading of the meeting can be transferred to an election committee for the duration of the ballot and the discussion preceding it.
- (4) The head of the meeting determines who keeps the minutes. A non-member may also be appointed.
- (5) The head of the meeting determines the type of voting. Voting has to be by written and/or secret ballot if a third of the members entitled to vote who are present at the voting apply for this.
- (6) The general meeting is not open to the public. The head of the meeting can admit guests. The general meeting decides on whether the press, radio and television will be admitted.
- (7) The general meeting has a quorum with the members attending it.
- (8) The general meeting usually passes resolutions with a simple majority of the valid votes cast; abstention is therefore irrelevant. However, a three-quarter majority is required for an amendment of the By-laws and the dissolution of the association. The following applies to elections: if none of the candidates has received the majority of the votes cast in the first ballot, a decisive ballot is held between the two candidates who have received the largest number of votes. The candidate is then elected who has scored the largest number of votes.
- (9) Minutes are to be kept on the resolutions of the general meeting that are to be signed by the respective head of the meeting and the person keeping the minutes. They are to contain the following details: place and date of the meeting, who the head of the meeting and the person keeping the minutes are, the number and names of the members attending the meeting, the agenda, the individual ballot results and the type of voting. If the By-laws are amended, this should be stated verbatim.

§ 13 Virtual Meetings

- (1) Board meetings and general meetings can also be held as online meetings using suitable means of communication, especially in the shape of electronic forums in the Internet. Each member is given a user's name and a password for this purpose with which he or she obtains access to the forum.
- (2) The technical realisation of the electronic forum has to ensure that each participant can take note of the contributions by the other participants.
- (3) The voting procedure is that the head of the meeting first of all requests the participants to cast their vote on the presentation of the motion for the resolution and that they are subsequently given the opportunity to cast their votes via an electronic form to be released by the head of the meeting. It has to be ensured technically that each participant can only cast his vote unambiguously and once per motion for a resolution. The end of the ballot has to be indicated two minutes in advance at the latest. When the ballot has ended, votes that have not been cast by registered participants are regarded as negative votes.
- (4) An electronic recording of the forum is to be made that acts as the minutes of the meeting. The recording is to be printed when the meeting is over to serve as evidence and are to be signed by the head of the meeting.

§ 14 Powers the Board Has to Amend the By-laws

The board is empowered to make any amendments itself that may be required, for example, by the register of associations to establish eligibility for registration in the register of associations or by the tax office responsible for the association to attain or maintain worthiness of promotion in accordance with the section on "tax-privileged purposes" of the Tax Code.

§ 15 Entry into Force

The above By-laws were established at the constituent meeting of the
_____.