

INFRASTRUCTURE AND ECOLOGY
NETWORK EUROPE

**STATUTES
OF THE ASSOCIATION**



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INFRASTRUCTURE AND ECOLOGY NETWORK EUROPE

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STATUTES OF THE ASSOCIATION

CHAPTER I ESTABLISHMENT

Article 1 – Name and form

1. The Infrastructure and Ecology Network Europe (IENE) is a non-profit, non-governmental, non-political, formalised association of experts active in the fields of ecology, transportation and infrastructure. IENE provides an independent, international and interdisciplinary forum for exchange of experience, best practices, and knowledge development. IENE aims to stimulate the co-operation between the sectors of environment and infrastructure at both national and international level, primarily across Europe but also at a global scale, while raising awareness and promoting the application of effective measures to reduce the adverse effects of infrastructure on nature, including habitat fragmentation, and promote benefits to both nature and humans, including safety of wildlife and human beings.

2. Against this background an international non-profit organisation called “Infrastructure and Ecology Network Europe”, in short “IENE”, (hereinafter referred to as the “Association”) is constituted between the undersigned and natural persons or legal entities who adhere to the present Articles of the Association and fulfil the conditions set out hereafter.

3. The Association has a legal personality in accordance with, and is governed by the French law of 1st July 1901, the French decree of 16th August 1901 (both governing non-profit associations) and the present Articles of Association.

Article 2 – Purpose

IENE shall support and co-ordinate the necessary initiatives related to infrastructure and environmental protection such as:

- fostering transnational research and innovation through project calls;
- generating and promoting scientific studies or publications;
- collaborating with other organisations, networks and associations;
- disseminating professional information and expertise;
- producing relevant communication materials, e.g. newsletters and website content;
- participating in advisory and consulting bodies;
- initiating and organising workshops or conferences, training courses, projects, etc.

Article 3 - Activities

IENE shall accomplish these goals by:

- establishing a multidisciplinary cooperation network, by targeting knowledge gaps, building synergies in the field of ecology and infrastructure at regional and local levels, and creating positive spillovers at international level by encouraging the development of similar networks;
- supporting local, regional and international initiatives concerning ecology, transportation and infrastructure;
- organising international fora (conferences, symposia, workshops) to exchange knowledge and experience and promote interdisciplinary exchanges on a regular basis;
- promoting international and multidisciplinary co-operation in the field of research and innovation with the aim of targeting knowledge gaps;
- supporting education around the issues related to habitat fragmentation due to infrastructure development;
- co-ordinating international efforts to support common action, initiatives and research projects on infrastructure and ecology;
- providing up to date knowledge and best practice information about planning, designing and maintenance of infrastructure adapted to ecological needs
- developing a harmonized methodology on how mitigation and compensation measures can be integrated in infrastructure development;
- support public policies (at national, regional, and international levels) and raise public awareness regarding impact assessment, avoidance and mitigation of infrastructure-related activities.

Article 4 – Registered office

1. The registered office of the Association is located in Paris, France.
2. This registered office may be transferred upon decision of the Governance board to any place in France.
3. The transfer of the registered office to another European country will be subject to a proposal from the Governance Board, and a decision of the General Assembly in accordance with the conditions providing for the modification of the Articles of Association.

Article 5 – Duration

The Association is constituted for an indefinite duration.

CHAPTER II MEMBERSHIP

Article 6 – Members

1. The Association has three (3) categories of members: Founding Members, Full Members, and Honorary Members.
2. Both natural persons and legal entities are eligible to Membership of the Association.
3. No natural person or legal entity shall be admitted as a Member of the Association if it does not agree in writing to abide by the present Statutes, the Internal Rules of Procedure, the Strategic Orientation, the policies of the Association and the decisions of its bodies.
4. The Members have among others the right:
 - to discuss and determine the strategic orientation, the priorities and the policy of the Association;
 - to be eligible for a position in the Governance Board or in the Scientific and Expert Committee according to article 15 and article 24 of the present Statutes;
 - to propose candidates as Governance Board members and as Scientific and Expert Committee members;
 - to call for an extraordinary General Assembly meeting as provided for by article 30 of the present Statutes;
 - to participate in ad hoc Working Groups, National and International Workshops, research project calls and other activities or Committees organised by the Association for its Members;
 - to use the Association as a source of information and a platform of contact with other Members.
5. The Members have the following Membership duties:
 - to comply with the Statutes, Internal Rules of Procedure, Strategic Orientation and policies of the Association;
 - to be involved in achieving the Association's mission and strategy as approved by the General Assembly;
 - to promote and act in the interests of the Association to the best of their abilities and possibilities;
 - to participate and contribute to the Association's activities and initiatives.

Article 7 – Founding Members

1. Founding Members are the legal entities that constituted the Association:
 - the French Ministry in charge of environment and sustainable development (ministère de la Transition écologique et solidaire);
 - the Swedish Transport Administration (Trafikverket);
 - Directorate-General for Public Works and Water Management of Netherlands (Rijkswaterstaat).
2. Founding Members have full Membership rights according to article 6 of the present Statutes, including the right to attend and to vote at the General Assembly.

3. Every Founding Member has one vote.

4. Founding Members shall provide an initial financial or in kind contribution to the Association or further significant contributions in the long-term and are, therefore, exempted from paying the Membership contribution.

Article 8 – Full Members

1. Full Members are those that fulfil the conditions provided in the article 6 of the present Statutes.

2. Full Members have full Membership rights according to article 6 of the present Statutes, including the right to attend and to vote at the General Assembly.

3. Every Full Member has one vote.

4. Full Members shall pay a Membership contribution to as determined pursuant to article 12 of the present Statutes.

Article 9 – Honorary Members

1. Honorary Members are appointed by the Governance Board for their exceptional moral, political, financial, material or other support to the Association.

2. Honorary Members have full Membership rights according to article 6 of the present Statutes, including the right to attend the General Assembly as an observer.

3. Honorary Members cannot cast votes.

4. Honorary Members are exempted from paying the Membership contribution.

Article 10 – Admission

1. An application to IENE Membership shall be filed to the Executive Secretariat for consideration by the Governance Board and shall include.

- the name, the title and contact details of the applicant and, of the legal entity or the institution representing the applicant;
- an agreement of the applicant to accept and comply with the Statutes, the Internal Rules of Procedure, the Strategic Orientation and policies of the Association.

2. The Governance Board shall have full power and discretion to decide whether Membership shall be granted to the applicant. The Governance Board shall not be required to justify its decision. No notice of appeal can be given against the decision of the Governance Board.

Article 11 – End of Membership

1. The Membership in the Association’s various Membership categories is lost:
 - through death of a natural person or dissolution of a legal entity for whatever reason;
 - through unilaterally decision to revoke its Membership status by providing a written one (1) month notice to the President of the Governance Board;
 - through exclusion decided by the Governance Board (i) if the Member ceases to comply with the membership criteria or membership duties provided for in article 6, article 7, article 8, article 9 or article 10 of the present Statutes; (ii) in case of serious breach by that Member of the provisions of the Statutes, Internal Rules of Procedure, Strategic Orientation and policies or decisions of the Association; (iii) in case of sufficient proof of a conflict of interest that cannot be resolved; iv) in case of abuse of Membership and/or if the conduct of that Member is detrimental to the image of the Association or not in line with the Association’s objectives and activities;
 - through failing to pay the Membership contribution;
 - through dissolution of the Association.

2. The end of Membership during the course of the Association’s financial year shall not affect the Members’ obligation to pay the Membership contribution. The Member whose membership ended shall not be entitled to claim any reimbursement of its Membership contributions or any other compensation.

Article 12 – Membership contribution

1. Full Members shall pay in due time a biennial Membership contribution as determined by the General Assembly. Any decision of the General Assembly regarding the Membership contribution enters into force one (1) month after the date of the respective General Assembly decision.

2. A bi-annual Membership contribution is included in the participation fee for the IENE International Conference.

3. The non-payment of a Member’s Membership contribution may lead to a recommendation by the Governance Board (i) to suspend the rights of the concerned Member, including the voting right, until the payment has been executed or (ii) to exclude that Member according to article 11 of the present Statutes.

Article 13 – Liability

No Member of the Association shall incur neither a personal liability for the debts or for any other commitments of the Association nor for any other liability of whatever nature. The Association shall be solely liable for its debts to be covered with its own assets.

CHAPTER III
GOVERNANCE STRUCTURE AND BODIES OF THE ASSOCIATION

Governance Board

Article 14 – Composition

1. The Association shall be administered by a Governance Board which shall consist of eight (8) to twelve (12) members who shall be:
 - representatives of the Founding Members,
 - Members elected by the General Assembly.
2. The final number of members in the Governance Board shall be decided by the General Assembly.
3. The Governance Board shall include additional members with the status of observers:
 - the Chair of the IENE Scientific and Expert Committee,
 - the IENE Executive Secretary,
 - the representative of the upcoming IENE International Conference organising party
 - Any other member invited by the Governance Board.
4. No two members of the Governance Board shall be representatives of the same institution.

Article 15 – Appointment of members of the Governance Board

1. Only Founding Members and Full Members are eligible for appointment as members of the Governance Board.
2. The representatives of Founding Members shall hold a permanent position in the Governance Board and are, therefore, not elected by the General Assembly.
3. The members of the Governance Board, with the exception of the Founding Members, shall be elected for two years. They shall be eligible for re-election. No more than six members of the Governance Board shall be replaced at a time.
4. Any member of the Governance Board can resign, by providing a written three (3) months' notice to the Governance Board;
5. In the event of a member seat being vacant, the Governance Board temporarily provides for the replacement of its member.

6. The members of the Governance Board exert their functions pro bono.

Article 16 – Powers

1. The Governance Board shall, in particular, have power:
 - to propose and develop the overall strategy and policy of the Association as approved by the General Assembly;
 - to execute any action and task necessary to fulfil the purpose of IENE (as per Article 2), in accordance with the overall strategy and the IENE policy;
 - to approve and amend the Internal Rules of Procedure and the Strategic Orientation of the Association;
 - to initiate, approve and annul partnership agreements in accordance with the overall strategy and policy;
 - to accept donations and dedicated financial support to targeted IENE activities;
 - to accept new Members of the Association;
 - to prepare and verify the execution of the IENE annual budget;
 - to prepare the IENE annual activity and financial reports;
 - to recommend the exclusion of a Member pursuant to article 11 of the present Statutes;
 - to transfer the registered office of the Association according to the article 4 of the present Statutes.
2. The Governance Board shall be assisted in its activities by the Executive Secretariat and the Scientific and Expert Committee.

Article 17 – Meeting rules

1. The Governance Board shall meet at least every two (2) months.
2. The Governance Board meeting is chaired by the President or, in case of her/his absence by the Executive Secretary, or a chair decided by the Governance Board if both are absent.

Article 18 – Voting and quorum

1. The Governance Board shall strive to adopt decisions by unanimity. In lack thereof, the decision will be adopted by simple majority. In the event of a tied vote, the President shall have an additional casting vote.
2. The observers have the right to express their concerns and provide recommendations in relation to the decisions to be adopted. The observers cannot take part in decision-making and cannot cast votes.
3. The required quorum for each meeting of the Governance Board shall be half of its members.

President

Article 19 – Appointment of the President

1. The President shall be a natural person.
2. The members of the Governance Board will elect a President among themselves for the standing term of office.
3. The President holds a position as Governance Board member for the duration of her/his mandate.
4. The mandate of the President shall end (i) by the expiration of its term, (ii) by resignation by providing a written three (3) months' notice to the Governance Board or by revocation of the General Assembly. The revocation of the President by the General Assembly before the end of the term shall require a three quarters (3/4) majority of votes of the General Assembly Full Members present, represented or participating in the meeting.
5. If the position of the President becomes vacant, the General Assembly shall appoint a Full Member as replacement until the expiration of the standing term of office.

Article 20 – Powers

1. The responsibilities of the President of the Association include, but are not limited to the following:
 - to represent the Association in legal proceedings and all civil acts;
 - to propose key issues to be addressed by the Governance Board in the development of the IENE strategy and policies for the duration of her/his mandate;
 - to ensure the coherence and integration of the different initiatives and actions that support the IENE strategy and policies in cooperation with the Executive Secretariat;
 - to ensure the continuation of the activities and actions promoted by the previous President;
 - to hold the position of chair of the Governance Board for the duration of her/his mandate.
2. In the absence of a President and when the President cannot fulfil the duties referred to in article 20 above the Executive Secretary shall take upon the role of IENE representative.

Executive Secretariat

Article 21 – Appointment of the Executive Secretary

The Executive Secretariat shall be appointed by the Governance Board and based on a partnership agreement with the host organization of the executive secretariat.

Article 22 – Powers

1. The Executive Secretariat shall, in particular, have power:
 - to support the operation of the Governance Board and organize its meetings
 - to contribute to the application of the IENE strategy and policies;
 - to support the implementation of the activities of the Association as described in Article 3;
 - to perform the financial management of the Association.

2. The Executive Secretary will provide, when requested and according to the provisions contained in article 16 of the present Statutes, consultative advice in relation to the decisions to be adopted by the Governance Board and the Scientific and Expert Committee.

Scientific and Expert Committee

Article 23 – Composition

1. The Scientific and Expert Committee shall consist at a maximum of twenty members *intuitu personae* for their scientific expertise or their recognized expertise on a wide range of topics related to the IENE activity.

2. No two members of the Scientific and Expert Committee shall be representatives of the same institution.

Article 24 – Appointment of the members of the Scientific and Expert Committee

1. Only Full Members and Honorary Members are eligible for appointment as members of the Scientific and Expert Committee.

2. The functions of member of the Scientific and Expert Committee and of the Governance Board are mutually exclusive.

3. The members of the Scientific and Expert Committee shall be appointed by irrevocable decision of the Governance Board from a list of suggested candidates nominated by the General Assembly.

4. The members of the Scientific and Expert Committee shall be appointed for two years. They shall be eligible for re-appointment. No more than ten of the members of the Scientific and Expert Committee shall be replaced at a time.

5. The members of the Scientific and Expert Committee shall submit, prior to their appointment, a Conflict of Interest Declaration (“the COID”) contained in Annex A to the Internal Rules of Procedure.

6. Where the Governance Board determines that a nominee for Scientific and Expert Committee membership has a conflict of interest that cannot be resolved, the individual will not be eligible for appointment to the Scientific and Expert Committee.

7. The members of the Scientific and Expert Committee will elect a Chair among themselves for the standing term of office.

8. In the case of a vacancy, the Scientific and Expert Committee itself shall fill the vacancy having due regard to the provisions contained in article 23 in the present Statutes.

9. The members of the Scientific and Expert Committee exert their functions pro bono. When a specific editorial or training service shall be performed by a member of the Scientific and Expert Committee and provided that sufficient funding is available, a remuneration for the service shall be paid after approval by the Governance Board.

Article 25 – Powers

1. The Scientific and Expert Committee shall, in particular:

- support the activities of the Governance Board by providing comments and suggestions to the IENE strategy and the IENE annual activity report, before its approval by the Governance Board, and according to the provisions contained in article 16 of the present Statutes;
- organise and supervise research project calls, in collaboration with the Executive Secretariat and interested partners;
- take part in the organisation of the IENE International Conference by developing, in collaboration with the organising party, the programme of the conference, propose dedicated sessions and provide support as requested;
- provide non-remunerated scientific support and advice to any Member, and disseminate scientific breakthroughs, good practices, and emerging debates in the areas of infrastructure and ecology;
- support the activity of IENE Working Groups.

2. The Scientific and Expert Committee shall be assisted in its activities by the Executive Secretariat.

Article 26 – Meeting rules

1. The Scientific and Expert Committee shall meet at least every six (6) months.
2. The Scientific and Expert Committee meeting is chaired by the Chair or, in case of her/his absence by a chair decided by the Scientific and Expert Committee.

Article 27 – Voting and quorum

1. The Scientific and Expert Committee shall strive to adopt decisions by unanimity. In lack thereof, the decision will be adopted by simple majority. In the event of a tied vote, the Chair shall have an additional casting vote.
2. The Executive Secretary shall take part in the meetings of the Scientific and Expert Committee with the status of observer.

CHAPTER IV
ADMINISTRATION

Article 28 – General provisions

1. The General Assembly is the ultimate decision-making body of the Association. Its decisions are binding and irrevocable.
2. The General Assembly shall consist of Founding Members and Full Members having paid the Membership contribution in due time according to article 12 of the present statutes. Honorary Members can attend the General Assembly as observers. Any natural person or legal entity can be invited at the General Assembly with a consultative role.
3. Members are invited to attend the General Assembly meeting at least once a year.
4. The General Assembly shall be called on the President's initiative. The Governance Board shall equally have the right to call a meeting of the General Assembly, upon the decision of the majority of its members. Full Members can call a meeting of the General Assembly following a formal request supported by at least 25% of their number.
5. A formal invitation to attend the General Assembly, accompanied by the agenda, the accounting records, the report of activity and any relevant document related to the issues on the agenda of the plenary shall be sent to Members, at least 30 days prior to the meeting.
6. Members entitled to voting rights pursuant to article 7 and article 8 of the present Statutes, shall be called active members. Every active member can be represented by another active member. An active member can be proxy to an unlimited number of active members.
7. The General Assembly shall be chaired by the President.

8. The General Assembly may recommend new lines of action and other activities pertinent to the Association's strategy and policy.

Article 29 – Ordinary General Assembly meeting

1. The Ordinary General Assembly meeting approves the Association's strategy and policies within the framework of the articles of the present Statute.

2. It approves the IENE annual activity and financial reports and the IENE annual budget, and fixes the bi-annual Membership contribution on the proposal of the Governance Board.

3. The Ordinary General Assembly shall deliberate independently of the number of Members present at the vote or represented.

4. The decisions will be adopted by simple majority of the votes of the active members, as defined in the article 28 of the present Statutes, present at the vote or represented.

Article 30 – Extraordinary General Assembly meeting

1. The Extraordinary General Assembly meeting provides a ruling on any question which shall come under its competence alone, that is, in particular, amendments to the present Statute, anticipated termination of activity of the Association or merger with any Association

2. The Extraordinary General Assembly meeting shall deliberate in a first session if half of the active members, as defined in the article 28 of the present Statutes, are present at the vote or represented; and in a second session independently of the number of active members present at the vote or represented.

3. The decisions of the Extraordinary General Assembly meeting will come into force when they have been adopted by a vote of two thirds majority of the active members, as defined in the article 28 of the present Statutes, present at the vote or represented.

CHAPTER V
BUDGETARY AND FINANCIAL ARRANGEMENTS

Article 31 – Financial contributions

1. The annual resources of the Association are made up of income from:
 - membership contributions,
 - subsidies which may be granted to it,
 - proceeds from gifts,
 - exceptionally created resources,

- sales and fees received from services rendered, and
- any other legal sources.

2. Financial contribution made by private entities will be considered as donations and imply disinterested or disproportionate gain for the funder.

3. The donor will receive a tax receipt, upon demand, issued by the Association, and in accordance with the standing regulations.

4. Financial contributions made to the Association will not orient the work of the latter and funders commit themselves to respect the scientific independence of the work undertaken by the Association.

5. Donors can provide voluntary contributions on a single or multiple basis and can decide upon their use:

- IENE core budget,
- ad hoc research call projects,
- thematic, international, regional or national activities as workshops, working groups and international conferences.

CHAPTER VI PROCEDURE

Article 32 – Official language

The official languages of the Association shall be English.

Article 33 – Termination of activity

1. The Association shall terminate its activity upon the decision of the General Assembly, according to the provision in the article 30 of the presents Statutes, and shall take effect two months after the vote.

2. All remaining funds shall be used to terminate the activities of the Association.

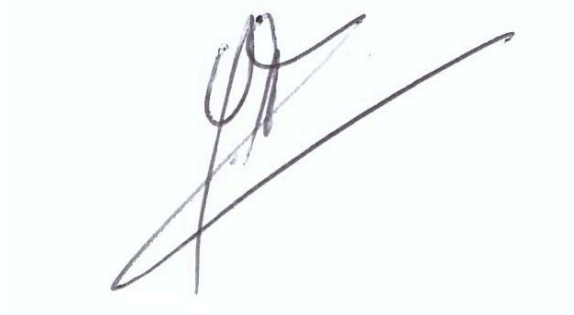

CHAPTER VII OTHER PROVISIONS

Article 34 – Internal Rules of Procedure

1. The Internal Rules of Procedure that stipulate the application of the present Statute shall complete the present Statutes.

2. They may be amended at the proposal of the Governance Board in accordance with the article 16 of the present Statutes.

3. The Internal Rules of Procedure subordinate the Statutes. In the case of any contradiction between the Internal Rules of Procedure and the Statutes, the latter shall prevail.

<p>Yannick AUTRET, member of the IENE Governance board, by delegation of the Commissioner General for Sustainable Development at the Ministry of Ecological and Solidarity Transition (MTES)</p>	
<p>Toine MOREL, member of the IENE Governance Board, by delegation of the Director of Roads and Traffic of the Ministry of Infrastructure and Water Management of the Netherlands (Rijkswaterstaat)</p>	
<p>Johan RYDLÖV, Chairman of the IENE Governance board, by delegation of the Director of Transportation Quality and the Environment of the Swedish National Transport Administration (Trafikverket)</p>	