

Statutes of the European Association for Activity-Based Modelling

1. Name and Domicile

An association exists under the name "European Association for Activity-Based Modelling" within the meaning of Art. 60 ff. of the Swiss civil code with registered office in Eichenstrasse 41, 4054 Basel, Switzerland. It is politically independent and denominationally neutral.

2. Objective of the Association

Through open and collaborative exchange between science, industry and policy makers, the EAABM facilitates the development and application of planning tools that are suitable to appropriately address transport, mobility, and wider behavioural challenges and opportunities of the 21st century.

The EAABM supports the establishment of activity-based travel and other demand models by transparently informing about the advantages, challenges, and experiences of such implementations in practical contexts.

The EAABM serves as a platform to support knowledge building as part of academic curricula and continuing education and facilitates cooperation among university lecturers and practitioners.

The EAABM actively facilitates the exchange between practitioners and academics, through dedicated workshops at various conferences and venues.

The association is exclusively a non-profit organisation and does not pursue any profit-making or self-help purposes. The organs are active on an honorary basis.

3. Resources

The association has the following resources to pursue its purpose:

- Membership fees
- Sponsor contributions
- Income from own events
- Subsidies
- Income from service agreements
- Donations and grants of all kinds

The membership fees are set annually by the General Assembly. Honorary members and current members of the Board of Directors are exempt from paying membership fees. The financial year runs from July to June.

4. Membership

Natural and legal persons who are interested in the purpose of the association can become members. Active members with voting rights are natural persons or legal entities who use the services and facilities of the association.

Persons who have made a special contribution to the Association may be awarded honorary membership by the General Meeting at the proposal of the Board of Directors. These persons have full voting rights.

Members may join the association at any time; applications for membership must be addressed to the Board of Directors. The Board of Directors makes the final decision on admission.

5. Expiration of membership

Membership expires

- for natural persons by resignation, exclusion, or death.
- in the case of legal entities, by resignation, expulsion, or dissolution of the legal entity.

6. Resignation and exclusion

Resignation from the association is only possible at the end of the financial year. The letter of resignation must be sent in writing to the Board of Directors at least two weeks before the end of the year.

The full membership fee must be paid for the year commenced.

A member can be expelled from the association at any time for violation of the statutes or offences against the objectives of the association.

The Board of Directors makes the decision to expel a member. Any appeal has to be made within 30 days of being notified of the intention to expel a member. The appeal will be decided at the next General Meeting. Membership rights are suspended until the final decision is made.

If a member remains in arrears with their membership fee despite a reminder, the Board of Directors may expel them without further ado.

7. Organs of the Association

The organs of the Association are:

- a) the General Meeting
- b) the Board of Directors

8. General Meeting

The supreme body of the association is the general meeting. An ordinary General Meeting normally takes place annually, within the first three months of the financial year (i.e. between July and September).

The General Meeting can take place entirely as a videoconference or in a hybrid setting. The Executive Board may authorise the adoption of resolutions by means of an electronic voting platform or in writing. The same statutory provisions apply as for a physical meeting: notice period, attendance quorum (participation quorum), and required majorities. Both those physically and virtually present count towards the total used to calculate majorities in the vote/election.

A quorum is constituted when at least three members are present.

Date, time and location of the General Meeting are announced to all members at least two months in advance. The invitation including the agenda items and the annual report are sent to all members at least 14 days in advance. Invitations by e-mail are valid.

The Board of Directors or 1/5 of the members may request the convening of an extraordinary general meeting at any time, stating the purpose. The meeting must be held no later than four weeks after receipt of the request.

The General Meeting has the following inalienable duties and competencies:

- a) Approval of the minutes of the last General Meeting
- b) Approval of the annual report of the Board of Directors
- c) Discharge of the Board of Directors
- d) Election of the President and the other members of the Board of Directors
- e) Determination of the membership fees
- f) Approval of the annual budget
- g) Resolution on the programme of activities
- h) Passing resolutions on proposals from the Board of Directors and members
- i) Amendment of the Articles of Association
- j) Decisions on the expulsion of members.
- k) Resolution on the dissolution of the Association and the utilisation of the
- l) liquidation proceeds.

The members pass resolutions by a simple majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

Amendments to the Articles of Association require the approval of a $\frac{2}{3}$ majority of those present and entitled to vote.

A member of the Association may be represented at the General Meeting by another member of the Association. Each member of the Association may represent a maximum of three members.

Minutes of the resolutions passed must be drawn up.

9. Board of Directors

The Board of Directors consists of at least three persons.

The term of office is one year. Re-election is permissible.

The Board of Directors manages the day-to-day business and represents the association externally. It issues regulations. It may set up working groups.

It may employ or commission persons to achieve the Association's objectives in return for appropriate compensation (in accordance with labour law) to achieve the objectives of the Association.

The Board of Directors has all competences that are not delegated or transferred to another body by law, in accordance with these Articles of Association.

The following departments are represented on the Board of Directors:

- a) Presidium (President)
- b) Vice-Presidency (Executive director)
- c) Finances
- d) Directors of working groups
- e) Secretary

Multiple office holding is permissible. The Board of Directors constitutes itself.

The Board of Directors meets as often as business requires. Each Board member may request that a meeting be convened, stating the reasons for requesting a meeting.

If no member of the Board of Directors requests verbal consultation, resolutions passed by circular e-mail are valid.

The Board of Directors generally works on a voluntary and unpaid basis and is entitled to reimbursement of actual expenses. For special services rendered by individual Board members, they may be paid appropriate compensation.

10. External Audit

An external auditor is appointed by the General Meeting, if the annual revenue exceeds CHF 7500.

In this case, the Board of Directors elects an external auditor or a legal entity to check the accounts and carry out a spot check at least once a year. The auditor reports to the Board of Directors for the attention of the General Meeting. The term of office is one year. Re-appointment is permitted.

11. Authorisation to sign

The Board of Directors regulates the signing authorisation collectively in twos.

12. Liability

Only the association's assets are liable for the association's debts. Personal liability on the part of the members is excluded.

13. Data protection

The association only collects personal data from members necessary to fulfill its purpose. The Board of Directors ensures that the data is secure in a manner commensurate with the risk. The membership data, namely the name, address, telephone number, and e-mail address, are disclosed to all members of the association through the association's restricted shared drive.

Otherwise, data will only be disclosed to third parties within the scope of legally authorised order processing and if this is required by law or ordered by the authorities.

The processing of member data is otherwise carried out in accordance with the provisions of Swiss data protection legislation and the privacy policy on the association's website.

14. Dissolution of the association

The Association may be dissolved by resolution of an Ordinary or Extraordinary General Meeting with a majority vote of $\frac{2}{3}$ of the members present.

If the association is dissolved, the association's assets shall be transferred to a tax-exempt organisation in Switzerland that pursues the same or a similar purpose. The distribution of the Association's assets among the members is excluded.

15. Entry into force

These Articles of Association were adopted at the inaugural meeting on 18th July and entered into force on that date.

Vienna, 18 July 2024

Peter Jones
President

Alexander Erath
Executive director

Haitao He
Deputy director