



International Railway History Association

English translation of the Statutes approved on 28 April, 2023

Preamble

The International Railway History Association was established on 21 June 2002 in accordance with the French law of 1 July 1901 and the decree of 16 August 1901.

The International Association for Railway History defends the rail's historical and cultural legacy worldwide.

It acknowledges the fact that the memory of rail transport and its networks, of the men and women who built, operated and used them, of the activities and lifestyles they gave rise to, and of the culture they animated, is one of the foundations of the history of contemporary societies.

By bringing together professionals from the railways, research, museums, railway historians and all legal or natural persons interested in its purpose, it endeavours to coordinate knowledge, the safeguarding of the heritage of rail transport and its development. It contributes to historical research by giving it the means to compare national developments and to serve as a reference for today's thinking.

It is convinced that rail transport and its knowledge are essential to the ecological transition and sustainable development.

TITLE ONE. NAME - REGISTERED OFFICE - OBJECT - DURATION.

Article 1. NAME

The scientific and non-profit association governed by the law of 1 July 1901, the decree of 16 August 1901 and by the statutes drawn up as follows takes the name of : "International Association for Railway History" (abbreviated to AIHC).

This name is translated as follows

- International Railway History Association" (abbreviated to IRHA)
- Asociacion Internacional de Historia Ferroviaria" (abbreviated to AIHF),
- Associazione internazionale per la storia delle ferrovie (AISF),
- Internationale Gesellschaft für Bahngeschichte (IGBG)

Any translation of the name of the Association into a language other than those provided for here and its use shall be approved by the Administrative Board.

Article 2. OBJECT

The purpose of the Association is to:

- to bring together all legal entities or individuals interested in the history and preservation of the archives and the historical, social and cultural heritage of all rail transport, whatever the scale of the networks - urban, industrial, regional, national or international - and the equipment used, in order to constitute an international network of expertise and to animate this network, in order to exchange information and experiences of common interest,
- to promote, coordinate and develop by all means at its disposal the history of railway companies, the social history of railway workers and users, the cultural history of railways and their representations
- to develop and implement joint research and action projects in all areas of rail transport history, with a focus on international comparisons
- to coordinate information and all documentary resources in this field
- to disseminate widely and animate, by all appropriate means (public conferences, symposia, courses, publications, exhibitions, visits, etc.) historical research and make its contributions available to all interested parties
- to encourage the safeguarding and enhancement of the historical, social and cultural heritage of rail transport and to take any initiatives that contribute to this; to encourage the partnership of all those interested in its future (foundations, cultural institutions and museums, owners and managers of property with heritage value, researchers, associations) and to encourage the creation of new institutions dedicated to its conservation.

Article 3. HEAD OFFICE

The registered office of the Association is located at 16, rue Jean-Rey, F-75015 Paris. It may be transferred to any other location by simple decision of the Board of Directors.

The postal address of the Association is the address of the Secretary General.

Article 4. DURATION

The Association is created for an unlimited duration.

Article 5. AFFILIATION

The Association may join or become associated with other associations, unions or groupings by decision of the Board of Directors.

Title II. COMPOSITION

Article 6. MEMBERS OF THE ASSOCIATION - ADMISSION

The Association is composed of active members and honorary members, both natural persons and legal entities, without any condition of nationality.

Active membership of the Association is subject to a written application for membership and to approval by the Board of Directors, which decides on applications submitted to it (at its meetings or by e-mail outside these meetings). In case of refusal, the Board does not have to give reasons.

Legal entities applying for membership must indicate the natural person who will be their representative to the association.

The members of the association commit themselves by their membership to respect the statutes and the internal regulations, voted by the general meeting as well as the particular measures taken by the board of directors.

Article 7. ACTIVE MEMBERS

Active members contribute or have contributed by their professional or personal activities to the realisation of the object of the association. They have the right to vote at the General Meeting and may be represented at it. They are eligible for election to the Board of Directors.

Active members shall pay an annual membership fee, the amount of which, different for natural persons and legal entities, shall be fixed by the General Meeting on the proposal of the Board of Directors.

Article 8. HONORARY MEMBERS

The General Meeting may designate any natural person, whether or not a member of the Association, as an honorary member for exceptional service to the Association. Honorary members are considered as active members. They shall be exempt from paying the annual membership fee.

Article 9. TERMINATION

Membership is lost by

- resignation, addressed by letter to the President of the Board of Directors.
- bankruptcy, liquidation, death
- striking off for serious reasons, voted by the General Meeting by a two-thirds majority of the active members present or represented, the person concerned having been invited by registered letter to appear before it to provide any explanations
- Non-payment of the annual membership fee before 30 June of the following calendar year, which shall result in exclusion from the association.

The death, bankruptcy, liquidation, resignation, striking off or exclusion of a member shall not terminate the Association.

TITLE III. GENERAL MEETINGS

Section 1 - Common provisions

Article 10. COMPOSITION

The General Meeting shall be composed of all the members of the Association who have paid their membership fees during the financial year on whose accounts the Meeting is ruling.

Article 11. CONVOCATION

All members of the Association shall be convened to the General Meeting by e-mail with confirmation of reading or by publication in the newsletter sent to members at least 21 calendar days before the date chosen for the General Meeting by the Chairman of the Board of Directors or, by delegation, by the Secretary General. The agenda of the meeting shall be attached to the notice of the meeting.

Article 12. AGENDA

The agenda shall be drawn up by the Administrative Board.

Any proposal for an additional item on the agenda, signed by a number of active members equal to at least one tenth of the number of members on the last annual list, shall be included in the agenda.

These proposals must reach the Board of Directors at least 30 calendar days before the date set for the General Meeting meeting.

The General Meeting may only deliberate on the items on the agenda. Deliberation on any other item requires a favourable vote of one third of the members present at the meeting.

Article 13. PROCEDURE

The General Meeting may be held by physical meeting, by remote meeting permitted by a process allowing the presence and identity of the members to be established, and by both means simultaneously. It shall be chaired by the Chairman of the Board of Directors or, in his absence, by a Vice-Chairman or by the oldest director present. Each member may be represented at the General Meeting by another member of the association. A member may not hold more than two proxies.

Article 14. MINUTES

Minutes shall be drawn up for each General Meeting and recorded in a special register in chronological order. The minutes shall be signed by the President or, by delegation of the latter, by one of the Vice-Presidents and by the Secretary. This register is kept at the disposal of the members, and may be communicated in digital form. An attendance sheet shall be attached to the minutes.

Section 2 - Ordinary Annual General Meeting

Article 15. POWERS OF THE ORDINARY GENERAL MEETING

The Ordinary General Meeting shall meet at least once a year. It has full powers to achieve the purpose of the Association. The following matters are reserved exclusively for the Ordinary General Meeting

- the election and dismissal of directors;
- the approval of the provisional budget, the moral report and the financial report for the previous financial year
- the determination of the amount of the annual membership fees;
- the adoption and modification of the internal regulations proposed by the Board of Directors
- the striking off of members of the association;
- the adoption of a resolution indicating the main orientations of the annual programme of activities.

Article 16. DELIBERATIONS AND VOTING

The Ordinary General Meeting shall be duly constituted if one third of the active members are present or represented. After deliberation, resolutions are voted by a simple majority of the members present or represented. In the event of a tie, the President shall have the casting vote.

Section 3. - Extraordinary General Meeting

Article 17. POWERS OF THE EXTRAORDINARY GENERAL MEETING

In case of emergency or in order to decide on any modification of the statutes or to decide on the dissolution of the association and, more generally, to decide on matters which do not fall within the exclusive competence of the annual ordinary general meeting, the members of the association may be convened to an extraordinary general meeting.

The Extraordinary General Meeting shall be convened by the President either on his or her own initiative or at the written request signed by half plus one of the members of the Association.

Article 18. DELIBERATIONS AND VOTING

Resolutions of the Extraordinary General Meeting shall be passed by a two-thirds majority of the members present or represented.

In the event of a tie, the President shall have the casting vote.

TITLE IV. BOARD OF DIRECTORS.

Article 19. COMPOSITION

The Association shall be administered by a Board of Directors consisting of a minimum of twelve and a maximum of twenty members.

Article 20. APPOINTMENT OF DIRECTORS

The directors are elected by the General Meeting from among the active members and honorary members of the Association. The term of office shall be four years. The mandates are renewable.

In the event of a vacancy, the Board shall, if it deems it useful, replace the member concerned by the non-elected candidate who received the highest number of votes in the previous elections. Failing this, it shall provide for the replacement of the members concerned subject to ratification by the next General Meeting. The powers of the replacement members shall end with the expiry of the term of office of the replaced directors.

The Board may propose to the Meeting the appointment of an Honorary President. The Honorary President is a personality who grants his patronage to the Association and contributes to its international influence.

He/she shall participate in the meetings of the Board of Directors.

Former Presidents of the Association may be invited by the Chairman of the Board of Directors to attend meetings of the Board of Directors.

Article 21. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors has the broadest powers to act in the name of the Association, to do or authorise any act or operation relating to its purpose, to ensure its administration and management. Everything that is not expressly reserved to the General Meeting by the present statutes is within the competence of the Board.

The Board of directors will in particular adopt the moral and financial reports of the Association and draw up the budget for the following financial year, which shall be presented to the General Meeting.

If it deems it necessary, the Board may, for specific or non-specific periods, call upon any person, whether or not a member of the Association, to perform specific functions or to carry out work necessary to achieve its purpose.

The Board may delegate all or part of its powers to the Bureau to resolve a specific issue.

Article 22. CONVOCATION

The Board of Directors shall meet at least once a year and whenever the situation of the Association so requires.

The notice of meeting and the agenda of the meeting shall be sent by e-mail by the President and shall reach the members of the Board at least five calendar days before the date of the meeting. The Board may also meet at the request of at least one third of its members.

Article 23. DELIBERATIONS. VOTING

The Board may meet in person, by remote meeting made possible by a process which allows the presence and identity of the members to be established, and by both means simultaneously.

It is chaired by the Chairman of the Board of Directors or, in his absence, by a Vice-Chairman or by the oldest director present.

The Board shall deliberate validly if half of the directors are present. Decisions of the Board shall be taken by a majority of the members present. In the event of a tie, the Chairman shall have the casting vote. The decisions of the Board shall be recorded in a register in chronological order and signed by the President or, by delegation of the latter, by one of the Vice-Presidents, and by the Secretary General.

Article 24. ELECTION OF THE BUREAU

The Bureau shall consist of nine members: the President of the Board of Directors, three Vice-Presidents, the Secretary General and four Directors. The General Meeting shall choose the Chairperson of the Board of Directors from among the elected members of the Board.

The Board shall choose the members of the Bureau from among its members.
The Bureau shall meet as often as the business of the Association requires.

Article 25. DUTIES OF THE MEMBERS OF THE BUREAU

Each of the members of the Bureau below shall be specifically entrusted with the following duties:

- the president of the board of directors, president of the bureau, represents the association in all acts of civil life, vis-à-vis third parties and administrations, executes the decisions of the board of directors and is vested by it with all powers to this end, with the option of delegating to the vice-presidents; legal actions, both as plaintiff and defendant, shall be pursued at the behest of the president of the board of directors or of a director appointed by the board for this purpose;
- the vice-presidents assist the president in the exercise of his functions and replace him if he is unable to act;
- the secretary general is responsible for coordinating the association's activities and ensuring that the programme is carried out; he/she is responsible for collecting membership fees and keeping the association's accounts. He/she shall prepare the financial report to be presented to the annual ordinary general meeting; he/she shall ensure or delegate to another director the drafting of the minutes of the meeting and of the board meetings; he/she shall organise or delegate to another director the organisation of the meetings of the association's bodies (assemblies, board and bureau meetings);

Article 26. REIMBURSEMENT OF EXPENSES

The members of the Board of Directors may not receive any remuneration for the functions entrusted to them. Only reimbursement of expenses is possible. They must be the subject of an express decision by the Bureau. Justifications must be produced, which are subject to verification under the responsibility of the Treasurer.

Article 27. INTERNAL REGULATIONS

Rules of procedure may be drawn up by the Board of Directors for approval by the General Meeting. These rules may lay down points relating to the internal administration of the association and, if necessary, supplement or set out the provisions of the statutes.

TITLE V. RESOURCES - FINANCIAL YEAR - TAX PROVISIONS

Article 28. RESOURCES OF THE ASSOCIATION

The resources of the Association shall consist of

- 1) annual subscriptions, the amount of which is fixed by the General Meeting;
- 2) subsidies from States and public authorities, private companies, public establishments and associations
- 3) donations from natural or legal persons;
- 4) proceeds from sales and fees received for services rendered

- 5) the use of buildings necessary for the activity of the association if they are made available to it free of charge
- 6) the income from its assets
- 7) any other resource authorised by the legislative or regulatory texts in force.

Article 29. FINANCIAL YEAR

Each financial year, lasting twelve months, shall begin on 1 January and end on 31 December of the same year.

Article 30. accounts of the association

The annual accounts shall be drawn up in accordance with Regulation No. 2008-06 of the French Accounting Standards Authority (Autorité des normes comptables) relating to the annual accounts of private not-for-profit legal entities.

Article 31. LIABILITY FOR COMMITMENTS

None of the members or administrators may be held personally liable for commitments entered into by the association in its name. The association's assets alone shall be liable for them, subject to the provisions of the Commercial Code relating to the recovery and judicial liquidation of companies.

TITLE VI. AMENDMENTS TO THE STATUTES - DISSOLUTION. INTERNAL REGULATIONS

Article 32. AMENDMENTS TO THE STATUTES - DISSOLUTION

Any proposal to amend the Statutes or to dissolve the Association early may only be placed on the agenda of the Extraordinary General Meeting on the basis of a proposal by the Board of Directors or by at least two-thirds of the total membership of the Association.

Article 33. VOTING ON AMENDMENTS TO THE STATUTES OR DISSOLUTION

The Extraordinary General Meeting may only validly deliberate on these points if at least two thirds of the total number of members present or represented are present.

If this Extraordinary General Meeting does not bring together two thirds of the total number of members of the Association, the Board of Directors may convene a second Extraordinary General Meeting which shall deliberate validly, whatever the number of members present or represented. No decision shall be adopted unless it is voted by a two-thirds majority of the members present.

Article 34. LIQUIDATION

In the event of dissolution of the association, the extraordinary general meeting which decides on the dissolution shall appoint one or more liquidators and shall determine another legal entity with a similar aim and object to the association, to which, after settlement of the accounts, the assets of the association shall be devolved, if necessary, in accordance with the provisions of the law of 1 July 1901 and subsequent texts.