

STATUTES OF THE EUROPEAN FEDERATION OF ASSOCIATIONS OF ENVIRONMENTAL PROFESSIONALS
REVISED DRAFT after Discussion at the General Assembly in Prague (June 1st, 2007)

An international non-profit Association is entered into between the following members (previous Founder members):

- [full name (AFITE), legal form, registered address], represented by M. Dominique Bernard, Chairman
- [full name (VVM), legal form, registered address], represented by M. Jan Karel Mak, Chairman
- [full name (VDI-KUT), legal form, registered address], represented by M. Ruediger Wolfertz, Secretary

PART I GENERAL

Article 1. Legal Form - Name

- 1.1 The Association has the legal form of an international not-for-profit Association (ASBL).
- 1.2 The Association is named: The European Federation of Associations of Environmental Professionals or EFAEP for short and hereinafter referred to as EFAEP.
- 1.3 The Association is regulated by these Statutes and by the Belgian law of June 27, 1921 on non-profit organizations, international Associations and foundations, modified by the law of the 2 May 2002.

Article 2. Place

- 2.1 The registered office of the Association is the Rue du Commerce 31, 1000 Brussels, Belgium, in the jurisdictional district of Brussels.

PART II PURPOSE, OBJECTIVES AND MEANS

Article 3 Purpose

- 3.1 Linking associations of Environmental professionals, EFAEP seeks to promote and coordinate the professional status, level and content of environmental work and of those working in this field.

Article 4 Objectives

The principal objectives of EFAEP are:

- 4.1 to be the representative organization for all Environmental Professionals across Europe;
- 4.2 to promote and co-ordinate environmental work and environmental professionals while recognizing the separate identities of its member organizations;
- 4.3 to promote adherence to environmental professional standards as one of the essential prerequisites for achieving sustainability;
- 4.4 to influence and implement the environmental policy, science and education agenda throughout Europe. It will do so by being respected for its adherence to sound, science rather than political lobbying but will be proactive where supported by scientific or technical evidence. Where possible it will also use its influence within the global context, beyond the European boundaries.

Article 5. Means

The objectives will be achieved through the following and other appropriate means:

- 5.1 contributing to the development of environmental policy within the EU and other appropriate bodies;
- 5.2 advising on and disseminating information on EU Legislation and its implementation;
- 5.3 instigating co-operation between Professional Environmental organizations;
- 5.4 encouraging co-operation and contacts between the individual environmental professionals who are the members of the organizations within EFAEP;
- 5.5 providing, either itself or through its members, conferences and seminars on relevant environmental issues;
- 5.6 promoting training and development of skills across a broad spectrum of European environmental issues;
- 5.7 exchanging knowledge, information and experiences between members;

- 5.8 developing common standards of excellence, competence and good practice;
- 5.9 raising public awareness of current environmental issues across Europe;
- 5.10 promoting the role of the Environmental Professionals in society at large
- 5.11 EFAEP shall at all times preserve and protect its status as an economically and politically independent organisation.

PART III MEMBERS

Article 6. Number of Members

6.1 The number of Members is not limited provided that there is a minimum of three (3).

Article 7. Membership

7.1 Categories

EFAEP has Full Members and Associate Members.

7.1.1 Full Members

7.1.1.1 Full Members shall be non-political, non-governmental, not-for-profit organisations of professionals, located in Europe, dealing with one or more aspects of the environment.

7.1.2 Associate Members

7.1.2.1 Associate Members shall be other non-political, non-governmental, not-for-profit environmental organisations.

7.2 Admission of Members:

7.2.1 All members must have an approved constitution following the laws and customs of their home country which is compatible with the objectives of EFAEP.

7.2.2 To become a Member of EFAEP, the candidate Member must make a written request to the Executive Committee. The application will be considered by the Executive Committee, which will make a recommendation to the General Assembly which will then decide by a two-third majority vote of the present or represented voting Members.

7.2.3 Each Member shall nominate two representatives. Members must notify the name of their representative in writing to the registered office of EFAEP.

7.3 Rights and obligations of Members:

7.3.1 Members shall comply with all Statutes, regulations and decisions of EFAEP.

7.3.3 Members shall pay a yearly subscription. The subscription rates are fixed each year by the General Assembly. The maximum amount that each member shall pay shall be no more than 50,000 Euros

7.3.4 The liability of Members is limited to the amounts of their subscriptions paid or currently due and payable to EFAEP.

7.3.5 No person is allowed to be a member in his/her own right. Individuals act as (independent) representatives of Member organizations.

7.4 Resignation and Expulsion of Members

7.4.1 Membership is for an indefinite period. Membership ends by resignation, failure of the member to pay membership fees, expulsion or dissolution of the Member.

7.4.2 Members resign by notification in writing to the President, who will inform the Executive Committee and the General Assembly. Resignation will come into effect three (3) months from the date of such notification. Members are required to honour their obligations during this period. Resignations cannot be refused.

7.4.3 Members who resign have no right to reimbursement of their subscription, nor do they have any right to the assets.

7.4.4 Membership of EFAEP shall automatically cease one year after membership fees are due.

7.4.5 The expulsion of Members of EFAEP may occur because of:

7.4.5.1 conflicts with the objectives of EFAEP

7.4.5.2 ceasing to fulfil the requirements for membership

7.4.5.3 where the Executive Committee recommends expulsion after having given the opportunity to the Member to exercise the right of defence. Expulsion must be approved by the General Assembly by a majority of two-thirds of the voting Members, present or represented.

7.4.5.4 The President shall notify the Member's representative of such decision. The expulsion shall have effect from the date of receipt of such notification. There is no further appeal against the decision.

7.4.5.5 The Executive Committee can suspend the Member in question until a decision has been reached by the General Assembly. If such a decision has not been reached within one (1) year, the suspension is lifted.

7.4.5.6 At the end of Membership, Members, or their successors, have no claim on the property of EFAEP. Neither have they the right to claim back a refund of the financial contributions they or their predecessors have made to EFAEP.

PART IV. GENERAL ASSEMBLY

Article 8. Composition - representation

8.1 The General Assembly consists of all the Members of EFAEP. Each Member is entitled to one (1) vote and can hold one (1) written proxy. Only Full Members who have paid their membership subscriptions are entitled to vote.

Article 9. Powers of General Assembly

9.1 The General Assembly shall have full power to achieve the aims and objectives of EFAEP.

9.2 The following tasks fall within the competence of the General Assembly:

9.2.1 to establish and modify the Statutes

9.2.2 to approve and dismiss members of the Executive Committee

9.2.3 to nominate and dismiss agents and to fix their remuneration when payable.

9.2.4 to approve the budget and the annual accounts

9.2.5 to dissolve the organization

9.2.6 to exclude a member

9.2.7 to transform the Association into a company with a social object ("*société à finalité sociale*")

9.2.8. to consider any other points required by the Statutes. These are:

9.2.8.1 to approve the Annual Report.

9.2.8.2 to agree the annual membership fee.

9.2.8.3 to define priorities of action.

9.2.8.4 to establish such Committees or working groups as may be necessary to achieve the objectives

9.2.8.5 to approve Members

9.2.8.6 to approve any byelaws or regulations with respect to the functioning of EFAEP proposed by the Executive Committee.

9.3 Any matters not designated as being in the remit of the General Assembly need to be dealt with by the Executive Committee.

Article 10. Conduct of General Assemblies

10.1 A General Assembly shall be held at least once a year.

10.2 A General Assembly shall be held when called by the Executive Committee or by request of one fifth of the voting Members

10.3 Meetings shall take place at the registered office or at another venue indicated on the notice of the meeting. This has to be done by letter or e-mail to all the Members of the Association at least 30 days before the meeting. The notice is valid only when bearing the signature of the President of the Executive Committee, its representative, or two such Members. The notice should state the day, hour, venue and agenda of the meeting.

10.4 If the agenda proposes the admission of a new Member detailed information about its activities should be attached to the agenda.

10.5 Any proposal signed by one fifth of the members shall be incorporated in the agenda.

10.6 Only business explicitly included in the agenda may be voted on by the General Assembly at this meeting.

10.7 The General Assembly is presided over by the President, or in his/her absence, by one of the Vice-Presidents.

10.8 Meetings of the General Assembly are only valid if at least half the representatives are present or represented..

10.9 Except in the cases described in these Statutes resolutions may be agreed by a simple majority of the present or represented voting Members. Such resolutions must then be brought to the attention of all Members through the minutes of the meetings.

10.10 In the event of a tie, the President, or his/her representative, shall have a casting vote. When at least half of the Members present ask for it, the vote shall be secret.

10.11 Members of the General Assembly may vote on the acceptance of new Members and on other urgent matters, as identified by the Executive Committee, by fax, written letter, email or by other clear, secure and confidential means. At least thirty (30) days notice must be given before votes are due and the same rules of voting apply as outlined in these statutes. All supporting documents must be provided by post, fax or email to Members at least thirty (30) days before the deadline for voting.

10.12 The minutes of the General Assemblies have to be signed by the person who writes them and by the President of the meeting and must be distributed to the Members within thirty (30) days of the meeting.

10.13 The resolutions of the General Assemblies have to be entered into a register, signed by the President and kept at the registered office where it must be made available for inspection of the Members.

10.14 Within the scope of the powers conferred on the General Assembly by the legislation and by these Statutes, the decisions taken at the General Assembly are binding for all Members of EFAEP, including those absent.

PART V. EXECUTIVE COMMITTEE

11 Executive Committee Powers

EFAEP shall be administered by an Executive Committee. It has full powers to undertake all matters not reserved to the General Assembly unless stated otherwise. Specifically it undertakes following:

11.1 to determine the dates and locations of the General Assemblies;

11.2 to propose the annual budget;

11.3 to propose membership fees;

11.4 to implement the priorities for EFAEP as agreed by the General Assembly;

11.5 to consider applications for membership and submit these with a recommendation to the General Assembly;

11.6 to devise and submit internal regulations or byelaws considered to be useful for approval at the General Assembly;

11.7 to consider requests from members and to take appropriate action including referral to the General Assembly;

11.8 to delegate specific and limited powers and/or the daily management to one or more people, whether or not a Member of the Executive Committee or a Member of EFAEP and whether paid or not;

11.9 to represent and bind EFAEP without supplementary authorization of the General Assembly, for all legal and extra legal purposes;

11.10 to undertake all management and administration which are not assigned by law or the constitution to the General Assembly.

Article 12. Executive Committee - Composition - Representation

12.1 The Executive Committee comprises at least three (3) persons. It consists of the President, up to 4 Vice Presidents, the General Secretary and the Treasurer elected by the General Assembly and revocable at anytime.

12.2 Members of the Committee are chosen by the General Assembly by simple majority for a period of four (4) consecutive years. This mandate is renewable only once, unless a two-thirds majority of the General Assembly decides otherwise.

12.3 New Members of the Executive Committee are chosen from amongst candidates presented by the Executive Committee.

12.4 The responsibilities of the Executive Committee will cease in case of death, resignation, legal disqualification, bankruptcy, or should the mandate be revoked or expire.

12.5 The Membership of the Executive Committee may be revoked by the General Assembly on the basis of a two-thirds majority of voting Members present or represented.

12.6 Members of the Executive Committee may resign by notice in writing to the President of EFAEP. The resignation will come into effect three (3) months from the date of such notification.

12.7 The Executive Committee may replace any vacancy by cooption until the time of the subsequent General Assembly.

12.8 Documentation - the following documents are required to be deposited with the Court of Commerce where the seat of EFAEP is located:

- the Statutes;
- the names of the Executive Committee;
- a copy of the register of members.

12.9 Members of the Executive Committee may not receive a salary in that capacity. Rules regulating payment of travel and representation expenses incurred by the Members of the Executive Committee and others must be presented to the General Assembly for approval.

12.10 EFAEP is validly represented towards third-parties with the signature of [the President], exception made for:

- judicial and extra-judicial acts, for which the signatures of both the President and the General Secretary or another Member of the Executive Committee, appointed by the President and approved by the Executive Committee are required;
- everyday management, for which the sole signature of General Secretary is required.

Article 13. Executive Committee - Meetings

13.1 The Executive Committee meets as often as necessary for the proper execution of EFAEP activities; the Committee shall meet at the request of its President or two (2) of its Members. Meetings may take place by members being physically present or remotely.

13.2 To be valid, any meeting of the Executive Committee must have at least half of its Members present.

13.3 Resolutions of the Executive Committee are taken on the basis of a simple majority of the voting Members present or represented. In the case of a tie, the President has a casting vote.

13.4 Minutes are made of each meeting of the Executive Committee. They are signed by the President or his/her representative and provided to the Members, within one (1) month from the meeting of the Executive Committee. Signed copies of the Minutes are kept at the registered Office of EFAEP.

13.5 In emergencies or when the minor importance of the point under consideration does not justify calling a meeting of the Executive Committee, the President or the General Secretary is authorized to act as necessary and report such actions to the next meeting of the Executive Committee.

13.6 All Members of EFAEP may direct a question to the General Secretary or to the President of the Association in order to put an item on the agenda of the next meeting of the Executive Committee. The Executive Committee shall notify the Member of its decision.

Article 14. President

14.1 With the exception made for article 12.10, the President represents EFAEP internally and externally. He/she presides at the meetings of the Executive Committee and is responsible for its proper functioning.

In case of unavailability of the President, one of the Vice Presidents shall be elected by the Executive Committee to act on his/her behalf.

Article 15. General Secretary

15.1 The General Secretary shall be in charge of the General Secretariat of EFAEP. He/she is responsible for the everyday management of EFAEP. These responsibilities include drafting the minutes of meetings of EFAEP, as well as their entry in registers kept for this purpose and ensuring compliance with the Statutes.

Article 16. Treasurer

16.1 The Treasurer is responsible for managing the finances. He/she is in particular responsible for keeping the accounts for which he/she is answerable to the General Assembly. Details of financial management and authorisations are covered in the byelaws.

PART VI .OTHER MATTERS

Article 17. Working Language

17.1 The working language of EFAEP is English..

Article 18. Administrative Year - Accounts - Budget

18.1 The assets of EFAEP shall comprise:

- Subscriptions from Members;
- Such gifts and grants as may be made by Members or by any public or private person or institution as are accepted by the Executive Committee;
- Receipts resulting from the activities of EFAEP.

18.2 The financial year begins on the 1st January and ends on the 31st December.

18.3 The annual accounts and the financial report shall be made available to the Members at the latest three (3) months after the end of each financial year.

18.4 An auditor shall be appointed to verify the accuracy of the accounts.

18.5 Each year, the Executive Committee must present the annual accounts and the budget for the relevant years to the General Assembly for approval.

18.6 The annual accounts shall be submitted to the tribunal of commerce

Article 19. Modifications to the Statutes

19.1 The General Assembly may amend these Statutes by a two-thirds majority vote of the Members present or represented if this proposed change appears clearly on the notice of convocation and if at least two-thirds of the members is present or represented. If the two-thirds of the members are not present or represented, a second meeting may be convened, which will then be able to deliberate regardless of the number of members present or represented and to vote in the modifications according to the majority set up in the present article.

19.2 Modifications to the Statutes must be published in the Belgian State Gazette (Moniteur Belge).

Article 20 - duration

20.1 EFAEP is constituted for an indefinite period. It can be dissolved at any time.

Article 21 - Dissolution

21.1 Except in the case of involuntary dissolution, the dissolution can only be decided by the General Assembly. At least three fourths of the Members must be present or represented for such voting. The resolution of dissolution shall appoint one or several liquidators.

21.2 In case of dissolution, the remaining assets, after settlement of debts and liabilities, shall be transferred to an Association having a similar aim, and designated by the General Assembly.

21.3 A decision for dissolution is required to be published in the Belgian State Gazette (Moniteur Belge).

Adopted by EFAEP General Assembly on _____, at _____.