

EUROPEAN FEDERATION OF ENGINEERING CONSULTANCY ASSOCIATIONS

INTERNATIONAL NON PROFIT ASSOCIATION

AT 1210 BRUSSELS, AVENUE DES ARTS 3/4/5

CHARTER

I. NAME, REGISTERED OFFICE, PURPOSE, DURATION

Article 1

An association is constituted under the name "European Federation of Engineering Consultancy Associations", abbreviated as EFCA (hereinafter the "Association").

The Association is composed of representative organisations of the engineering and related services industry in Europe.

The Association is an international non-profit association and governed by title III of the law of 27 June, 1921 on non-profit associations, foundations and international non-profit associations.

Article 2

The registered office of the Association shall be in Belgium, and is present at 1210 Brussels, Avenue des Arts 3/4/5, within the judicial district of Brussels.

It may be relocated to any other address in Belgium by a decision of the General Assembly, published within a month of its date in the Annexes of the Belgian Official Gazette.

Article 3

The purpose of the Association shall be to promote the European consulting industry in Europe and internationally and to represent it to European institutions.

The Association shall undertake all necessary actions in this respect, such as:

- v study of issues of interest to the European consulting industry
- v interaction with its member associations
- v interaction with European Institutions
- v publicity, and
- v cooperation with other national, European or international organisations pursuing similar objectives.

Article 4

The Association is established for an indefinite duration.

II. MEMBERSHIP

Article 5

Membership of the Association shall consist of:

1. Full Members - Associations/Societies or other bodies, having any kind of legal personality, located in the European Union, EFTA countries or in countries which are engaged in formal negotiations with regard to membership of the European Union or EFTA, representing entities which provide engineering consultancy and related services or for which the engineering consultancy activities constitute a dominant part of their activities and which are representative in their own country.
In EU Member States and EFTA countries or in countries which are engaged in formal negotiations with regard to membership of the European Union where there is no business association representing engineering and related consultancy services, the national Chamber of Engineers or any other engineering association is eligible to full EFCA membership.
2. Observer Members - Associations/Societies or other corporate bodies, having legal personality, representing entities which provide engineering consultancy and related services or for which the engineering consultancy and related services constitute a dominant part of their activities and which are representative in their own country, which are located within Europe, but outside the European Union, EFTA countries and in countries which are not engaged in formal negotiations with regard to membership of the European Union or EFTA, or which do not otherwise comply with or fulfil the requirements in order to become a Full Member and which are representative in their own country. Observer Membership shall not be open for associations or societies which fulfil the Full Membership requirements.
3. Associate Members - Associations/Societies or other corporate bodies, having legal personality, located in Europe which represent other intellectual and knowledge-based service providers.
4. Corporate Members - European headquartered companies which cannot be represented in EFCA because (1) there is no national association or (2) the national association is not an EFCA member or (3) the national association has a dormant membership status in EFCA, can become Corporate Member.
Corporate Members can participate in EFCA committees and Task Forces but cannot be represented in the EFCA Board of Directors.
Corporate Membership automatically ends for a given country when the national association becomes an EFCA member or when the dormant membership status of the existing member is lifted.

The Full and Observers Members' purposes, as formally stated in their Charter, By-laws, Articles of Incorporation or any other document controlling their organisation, must comply with the requirements of the Charter, Rules of Procedure and be compatible with the Code of Conduct of the Association. Members shall commit to abide by the Charter and Rules of Procedure.

Article 6

Admission to Full or Observer or Associate Membership shall be subject to the approval by the General Assembly.

In line with article 5 (1), the Association shall seek the highest level of representation of the industry in a country. Therefore, the General Assembly can consider admitting another Full or Observer or Associate Member originating from the same country.

Applicants originating from the same country as a Full Member are encouraged to co-operate, to merge or to establish an umbrella federation with the respective Member.

Article 7

Members may only resign by giving written notice to the President, sent to the registered office of the Association, in the first six months of any given year. Such resignation shall be effective at the end of the financial year during which such resignation is notified to the President. The resigning member shall be obliged to fulfil the obligations and activities to which it is committed.

Article 8

Any Member not observing the Charter or the Rules of Procedure of the Association or the resolutions of the General Assembly, or failing to pay the requisite membership fee, shall be given written warning notice by the President and heard by the President if so requested by the Member.

Any Member which fails to comply with the President's notice within three months may be excluded from the Association by a simple majority vote of the General Assembly.

The exclusion shall be effective immediately.

Article 9

A member who resigns or is excluded shall forfeit any right to any part of the assets of the Association. Resignation or exclusion of a member shall not release such member from the obligation to pay dues for the financial year in which resignation or exclusion is effective.

Article 10

The Full, Observer and Associate Members shall pay membership fees which shall be fixed annually by the General Assembly upon proposal of the Board of Directors.

If a member association is demonstrably not in a position to pay its subscription, the GAM may approve a status of dormant membership for this MA, for a period of maximum 3 years, provided this MA expresses interest in continued membership and commits to fulfil outstanding balances.

III. GENERAL ASSEMBLY

Article 11

The General Assembly of members shall have all powers for achieving the purposes of the Association.

The following powers are of the exclusive competence of the General Assembly:

- approval of the annual accounts and budgets
- approval of membership fees
- appointment and removal of the President, President-Elect, Vice-President(s), Treasurer and all other Directors
- extension of the eligibility period for the President, Vice-Presidents, the Treasurer and all other Directors.
- appointment of an Auditor
- admission and exclusion of Full Members, Observer Members and Associated Members
- amendment of the charter
- amendment of the Rules of Procedure
- amendment of the Code of Conduct
- approval and amendment of policies and strategies
- dissolution and liquidation of the Association
- relocation of the registered office of the Association

Article 12

The membership of the General Assembly shall consist of at least one representative of each Full Member, Observer and Associate Member. The representatives of Full Members may be accompanied by an expert. Each Full Member shall appoint a person among its representatives who shall exercise the voting rights of such Full Member.

Each Full Member shall have a number of votes computed on the basis of the total number of personnel employed by its affiliated firms by applying a degressive scale which has to be included in the Rules of Procedure.

Full Members not originating from EU member states shall not be entitled to vote on matters dealing with European Union legislation, which would not fully apply in their respective countries.

Observer Members and Associate Members may attend General Assembly meetings and participate in the discussions but shall not be entitled to vote.

Article 13

At least one General Assembly meeting shall take place every year during the first six months of the year. During that meeting any relevant subject listed in article 11 shall be tabled and decided upon as well as other subjects which in the opinion of the Board of Directors may be of interest to the members.

Additional extraordinary meetings may be convened whenever the interests of the Association so require and must be convened upon written request of the President acting on behalf of the Board of Directors or by at least three Full Members, representing at least 33% of the voting rights.

Convening notices, including the agenda of the meeting, the reports and the documents related to this agenda, shall be sent by letter, telegram, fax, e-mail or any other written form at least two weeks prior to the date of the meeting, by the President. The notice shall set out the place, date and time of the meeting.

Article 14

Any Full Member may designate a proxy, who must be a Full Member, to represent him at the meeting of the General Assembly. The instrument appointing a proxy shall be in writing signed by or on behalf of the member appointing the proxy. Each Full Member may not carry more than two (2) proxies.

The instrument appointing a proxy shall be presented to the Chairman of the General Assembly before the opening of the meeting.

Article 15

The General Assembly may only validly deliberate if one half of the Full Members plus one are present or represented, representing at least one half of the voting rights plus one, are present or represented.

The General Assembly may only discuss matters set out in the agenda.

Except as provided by this Charter all resolutions shall be adopted by the General Assembly if approved by a simple majority of the votes cast.

Resolutions of the General Assembly in respect of the following items may only validly be taken if two thirds of the Full Members are present or represented, representing at least two thirds of the voting rights and if approved by a 75 % majority of the votes:

- admission of Full Members, Observer Members and Associate Members;
- appointment and removal of the President, President-Elect, Vice-Presidents, Treasurer and of the other Directors;
- extension of the eligibility period for the President, Vice-President(s), Treasurer and the other Directors;
- amendment of the Charter;
- amendment of the Rules of Procedure;
- amendment of the Code of Conduct;
- dissolution and liquidation of the Association.

If, however, the above mentioned double quorum of two thirds is not reached or if no decision is made at such first General Assembly, a second General Assembly shall be held within four weeks of the first General Assembly, which shall decide upon the proposal by a 75% majority vote, whichever the quorum present or represented at the meeting. If no decision can be reached at such second General Assembly, a third General Assembly shall be held within two

weeks of the second General Assembly, which shall definitively and validly decide upon the proposal by a simple majority vote, whichever the quorum present or represented at the meeting.

Article 16

Decisions of the General Assembly shall be recorded in the minutes which shall be sent to all the members.

The minutes of General Assembly meetings shall be kept at the registered office of the Association.

IV. BOARD OF DIRECTORS

Article 17

The Association shall be managed by a Board of Directors, comprising eleven directors, including the President, one or two Vice-President(s) and the Treasurer. When a President-Elect has been elected who is not a member of the Board of Directors, he becomes ex officio a member of the Board and the number of the Board members increases to twelve until he becomes President.

Article 18

1. The General Assembly elects the President, the Vice-President(s), the Treasurer and the other directors for terms of three years and the President-Elect for a term of one year. The President-Elect shall be appointed one year before his term as President

Full Members may nominate candidate Directors to the Board of Directors, which will make recommendations for the election of the President, the Vice-President(s), the Treasurer and the other directors and the President-Elect to the General Assembly.

2. The President and President-Elect shall be representatives of a Full Member belonging to the European Union.

Vice-President(s) shall be Directors who have held office for a period of at least one year.

3. The President, Vice-President(s), Treasurer and other Directors may only be re-elected for a second period of three years in a same mandate and for a maximum of three terms in any mandate if their eligibility is extended pursuant to a resolution of the General Assembly in accordance with Article 15 hereof.
4. At all times, the General Assembly may dismiss or terminate the term of the Directors, in accordance with article 15 hereof.
5. Upon resignation of a Director during his three year term, the Board of Directors will nominate a substitute to terminate his term; this nomination of substitute shall be subject to the approval of the next General Assembly.

Article 19

Board of Directors meetings shall be convened by the President, any Vice-President or two Directors whenever the interest of the Association so requires, but must be convened at least four times a year.

The notices of the meeting shall set out the place, date, time and agenda of the meeting. They shall be sent by letter, telegram, fax, e-mail or any other written form at least two weeks prior to the meeting.

Article 20

Any Director may authorise another Director by letter, fax or e-mail to represent him at the Board of Directors meeting. No Director shall hold more than two proxies.

The Board of Directors may validly proceed only if more than half of the Directors are present or represented.

Matters not listed in the agenda may only be discussed if all the Directors are present or represented.

Each Director has one vote. Decisions of the Board of Directors shall be taken on a majority of votes cast; in case of equal votes, the vote of the President shall be decisive.

Article 21

The Board of Directors shall have the broadest powers of administration and management, subject to the powers reserved to the General Assembly.

The Board of Directors may delegate the daily management of the Association to the Secretary General and shall supervise the work of the Secretary-General and the Secretariat.

Upon request of the Board of Directors, the Secretary-General shall represent and act as the legal representative of the Association.

The Board of Directors shall supervise the implementation of the budget through a budget control system worked out by the Treasurer in co-operation with the Secretary-General.

The Board of Directors may delegate some of its powers to the chairs of committees, task forces or to one or several of its members for particular and/or specified purposes.

The Board of Directors shall establish a Governance and Nomination Committee aimed at:

- Identifying and recommending new Board Members for approval by the General Assembly;
- Identifying and recommending Committee Chairs and Vice-Chairs for approval by the Board of Directors;
- Conducting the recruitment process of a Secretary General for approval by the Board of Directors;

- Recommending solutions to the Board of Directors regarding governance or nomination issues that are not provided for in EFCA's statutory documents.

The Governance and Nomination Committee will be composed of the President, two Board Members appointed by the Board of Directors for a period of three years and the Secretary General as permanent invitee without voting rights.

Article 22

The minutes of Board of Directors meetings shall be kept at the registered office of the Association.

V. SECRETARY-GENERAL

Article 23

The Secretary-General shall be responsible for the administrative functions of the Association and shall be entrusted with the implementation of the daily management as determined by the Board of Directors.

VI. REPRESENTATION

Article 24

All the deeds committing the Association shall, except for special proxies, be signed by the President, or the Secretary-General or a member of the Board of Directors appointed by the President.

Legal proceedings, both as plaintiff and as defendant, shall be taken with due action, by the Board of Directors represented by the President or a member of the Board of Directors designated for this purpose by the latter.

VII. BUDGET AND ACCOUNTS

Article 25

The financial year shall begin on 1st January and shall end on 31st December of each year.

The Board of Directors must submit the annual accounts of the past financial year and the budget for the following financial year to the approval of the General Assembly. The adoption of the accounts by the General Assembly constitutes discharge of the Board of Directors and of the members of the Board of Directors for the preceding year.

VIII. RULES OF PROCEDURE

Article 26

The General Assembly may establish or modify the Rules of Procedure in accordance with Article 15 hereof.

IX. AMENDMENTS TO THE CHARTER-DISSOLUTION-LIQUIDATION

Article 27

Any proposal for the amendment of the Charter or the dissolution and liquidation of the Association must originate from the Board of Directors or at least five Full Members of the Association in accordance with articles 50 § 3, 55 and 56 of the law of 27 June 1921.

The Board of Directors must notify the members of the Association at least four weeks in advance of the date at which the General Assembly shall deliberate on any such proposal.

The amendments to the Charter shall only be effective subject to the requirements stipulated in article 50 § 3 of the law and after publication in the Annexes of the Belgian Official Gazette according to article 51 §3 of the aforementioned law.

The General Assembly shall fix the modalities for the dissolution and liquidation of the Association.

If upon the dissolution and liquidation of the Association there remains after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall be distributed upon decision of the General Assembly. Potential net assets, after liquidation, shall be assigned to a disinterested purpose.

XI. GENERAL DISPOSITIONS

Article 28

Everything which is not expressly regulated by the present Charter and namely the publications to be made in the Annexes of the Belgian Official Gazette, shall be regulated in accordance with the provisions of the Rules of Procedure and the law.