

**EUROPEAN FEDERATION OF ENGINEERING
CONSULTANCY ASSOCIATIONS - EFCA**

RULES OF PROCEDURE

MEMBERSHIP APPLICATION

1. Applications for membership must be in writing and must be accompanied by:
 - a copy of the applicant's Charter, Statutes or Act of Establishment;
 - material documenting that the Association represents the engineering and / or architectural consulting sector in its country;
 - a report of its activities;
 - if available, the latest annual report;
 - a list of its members;
 - statements from existing Members of the Association which originate from the same country as the applicant, if relevant;
 - a statement of commitment to abide by the Rules of the Association, and
 - other relevant information for submission to the General Assembly for consideration.

ADMISSION

2. The decision of the General Assembly on a membership application shall be communicated to the applicant in writing.

GENERAL ASSEMBLY

3. The agenda of the Annual Meeting of the General Assembly shall include at least the following items:
 1. Brief report of the President and of the Board of Directors concerning the highlights and activities of the preceding year;
 2. Statement of accounts and balance sheet of the preceding year;
 3. Strategic and business plan for the coming year;
 4. Budget and membership fees for the coming year;
 5. Decision on new member, if applicable;

6. Election of President, President-Elect, Vice-President(s), the Treasurer and the other Directors, if applicable;
 7. Appointment of an independent Auditor, if applicable.
4. The General Assembly shall be held at the registered office of the Association unless the notice of the meeting provides otherwise.
 5. It is recommended that the Member's delegation to the General Assembly would be composed of at least its President (or Vice-President in charge of international relations) and its Director General.
 6. All meetings of the General Assembly shall be chaired by the President or, if absent, by a Vice-President.
 7. The Director General shall take minutes of the meetings of the General Assembly.

COMPUTATION OF VOTING RIGHTS

8. For the purpose of the computation of the voting rights of Full Members at the General Assembly in accordance with Article 12 of the Charter, the voting powers of each Full Member are revised annually on the basis of the number of personnel employed by its member firms as on 1st January of the previous year.
9. The number of "personnel" N is defined as the total number of staff of all member firms represented by the MA. However, if the Member Association pays subscription to another European federation for part of its personnel, this personnel will be subtracted from the total number of personnel declared to EFCA.
The staff of branches of international firms should be included in the staff of the host MA, if they are members of it.
For MAs with substantially increased personnel numbers, a transition period of up to 6 years shall be foreseen

The total number of staff of the previous year shall be reported on 1 April as the number on the 1st January of that same previous year, or as the latest available number prior to 1 April. The report shall indicate the date for the count. Once chosen the date, it shall be used every year and cannot be changed except upon special agreement with EFCA's Board of Directors.

10. Voting rights - V - are degressive in function of the total number of personnel N following the table

N <	2,000	V = 1
2,000 < N <	5,000	V = 2
5,000 < N <	10,000	V = 3
10,000 < N <	20,000	V = 4
20,000 < N		V = 5

BOARD OF DIRECTORS

11. Directors may be Directors or senior staff from the Member Associations or their member consulting firms; the President should be from a consulting firm. In its recommendation to the General Assembly Meeting for the election of Directors, the Board of Directors shall strive to:
 - balance representation from the various regions of Europe
 - balance representation from small and large associations, and
 - have more than 70% of Directors from firms.
12. In its recommendation for the election of the President of EFCA, the Board of Directors shall take in consideration that the President should not be simultaneously President of a Full Member during his term.
13. All Board of Directors meetings are chaired by the President or if absent by one of the Vice-Presidents.
14. The actions and proceedings of the Board of Directors shall be recorded in minutes. These will be kept at the registered office of the Association and made available to its members.

COMMITTEES

15. Committees may be established for an indefinite period by the Board of Directors. Such committees shall be entrusted with the analysis, elaboration and implementation of policies and action plans approved by the General Assembly.

Upon the creation of a committee the Board of Directors shall :

- define the terms of reference of the committee, and
- appoint the chair of the committee

in consultation with the committee.

Such terms of reference shall be focused on Europe - unless otherwise agreed with the International Federation of Consulting Engineers (FIDIC).

The Board of Directors shall define, if necessary, the amount of financial means which shall be put at the disposal of the committee out of the budget approved by the General Assembly.

The terms of reference shall be periodically reviewed at the initiative of the Board or the Committee itself; these terms of reference shall be approved by the Board.

Subject to the applicability of FIDIC's policies and products to Europe, the policies and products compiled by EFCA's committees shall be consistent with and complementary to FIDIC's.

The chair of a committee shall communicate and report on a regular basis to the President and the Director General about the progress of the committee work. All conclusions and recommendations of the committee shall be submitted to the Board of Directors for comments and approval.

TASK FORCES

16. Task forces may be established by the Board of Directors for the accomplishment of well defined and particular tasks within a limited period of time.

Upon the creation of a task force the Board of Directors shall :

- define the terms of reference of the task force;
- appoint the chair of the task force; the task force may be assisted by one or more experts;
- define the duration of the task force, if necessary;

in consultation with the task force.

Such terms of reference shall be focused on Europe - unless otherwise agreed with FIDIC.

The Board of Directors shall define, if necessary, the amount of financial means which shall be put at the disposal of the task force out of the budget approved by the General Assembly.

Subject to the applicability of FIDIC's policies and products to Europe, the policies and products compiled by EFCA's task forces shall be consistent with and complementary to FIDIC's.

The chair of a task force shall communicate and report on a regular basis to the President and the Director General about the progress of the task force work. All conclusions and recommendations of the task force shall be submitted to the Board of Directors for comments and approval.

WORKING GROUPS

17. Informal working groups may be established upon recommendation of the chairs of the committees by the Board of Directors for the accomplishment of specified tasks.

THE DIRECTOR GENERAL

18. The Board of Directors will appoint a Director General who must not be a member of the Board of Directors. He/she may be dismissed by the Board of Directors according to the terms of his/her contract with the Association.
19. The Director General shall attend and participate in any meeting of the General Assembly and the Board of Directors in an advisory capacity, but shall not vote.

He/she shall act on the authority and instructions of the Board of Directors.
20. The Director General shall hire the staff of the Secretariat within the limits of the budget approved by the General Assembly and under instructions and control of the Board of Directors.
21. The Director General shall provide any available information on the work and activities of the Association to the Board of Directors.
22. The Director General shall be responsible for the bookkeeping of the Association.
23. The Director General shall ensure that EFCA meets the provisions of the Agreement with FIDIC.

BUDGET AND ACCOUNTS

24. An independent Auditor shall be appointed by the General Assembly for a period of two years, as provided for in article 11 of the Charter.
25. The accounts shall be closed on December 31 of each year.
At the expiration of the financial year the Treasurer with the assistance of the Director General shall be responsible for the preparation of the annual accounts.

An audit will be undertaken by the independent Auditor and the Auditor's report shall be included in the annual accounts.
26. The annual accounts shall be presented to the Board of Directors prior to the General Assembly.
27. Budget and subscription fees for the next year shall be attached to the annual accounts of the preceding year.
28. Each member shall have the responsibility for the costs of its participants attending meetings of the Association, including the General Assembly and the Board of Directors. The costs incurred by the President, the President-Elect and the Director General shall be borne by the Association.

29. In specific cases, the Board of Directors can deviate from art. 28 within the limits of the budget, voted by the General Assembly.

MEMBERSHIP FEES

30. The subscription fee of the full member Associations for each year is decided in the General Assembly Meeting of the previous year on the basis of the approved total income from subscriptions in the EFCA budget.

31. The approved total income from subscriptions is distributed among the Member Associations in proportion to their *subscription base* n' that is defined as:

$$n' = n \cdot e \cdot h \cdot g$$

where: n is the *personnel factor* which is the following function of the number of personnel defined N in Art. 9:

$$n = \sqrt{30 + 0,01 \cdot N} - 5$$

e is the *Purchasing Power factor* derived from the Purchasing Power Parity published annually by Eurostat as:

$$e = \frac{20\% \cdot (PPP - 100) + 100}{100}$$

Where PPP is higher than 120, the 'e' factor that is used will be 1.04

h is the *subscription factor*, which is:

85% for the countries that joined the EU in 2004 and thereafter; this factor will be gradually brought to 100% as their PPP value increases above 80 and 85% for candidate countries for EU accession.

The 'g' factor is the 50% discount that Observer Members get.

The General Assembly may approve transitional arrangements for new members or different fees for members with exceptional financial difficulties.

Where membership of a Member Association is restricted by national regulations to individuals rather than companies, the subscription fee for that Member Association shall be calculated on the basis of turnover of that Membership Association, benchmarked against other EFCA Member Associations.

32. The annual increase of the total of Full Members' fees should be limited to 5% or less (exclusive of inflation).
33. The subscription fees calculated on this basis are presented by the Board of Directors to the General Assembly as provided for in article 10 of the Charter.

34. The Observer Members fees, Associate Members fees and Corporate Members fees should be decided by the General Assembly when such members are admitted. Any subsequent adjustment will be decided by the General Assembly.
35. Dues for the current year will be invoiced before 31 January and are payable not later than 31 March of each year. Membership fees not paid by the 31st of December of each year will be increased by an interest rate equal to the Belgian legal interest rate plus two percent.

CO-OPERATION WITH OTHER ORGANISATIONS

36. Co-operation agreements may be entered into by the Board of Directors with other organisations and federations.