

EUROPEAN FEDERATION OF ENGINEERING CONSULTANCY ASSOCIATIONS

INTERNATIONAL ASSOCIATION WITH A SCIENTIFIC AIM AT 1210 BRUSSELS, AVENUE DES ARTS 3/4/5

CHARTER

I. NAME, REGISTERED OFFICE, PURPOSE, DURATION

Article 1

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

The Association, which is a non-profit organisation, is governed by the requirements provided for 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, which is a non-profit organisation, shall be, within and outside Europe, to further the scientific study and research concerning problems of engineering consultancy, to represent and promote European engineering consultancy and related services and to defend the interest of its members.

Its general purpose shall be to further the principles, understanding, methods and practices of European engineering consultancy and related services and to provide a forum for exchange of information and experience in areas of interest to its members.

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 an important part of their activities and which are representative in their own country. The Charter and rules of conduct of the members shall be in compliance with the Charter and the Code of Conduct of the Association.
2. Observer Members - Associations/Societies or other corporate bodies, having the legal personality, whose aims are similar to those of Full Members, 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 the legal personality, located in Europe which represent other intellectual services.

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 representativeness 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 cooperate, 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 in June 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 he is committed.

Article 8

Any member may be suspended or excluded from the Association by a 75% majority decision of the General Assembly, after having been given the opportunity to be heard. No

member shall be excluded except upon three months notice from the President by mail, specifying the grounds upon which exclusion is based.

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.

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

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

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.

An extraordinary meeting 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.

Convening notices, including the agenda of the meeting, 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 however carry more than five (5) 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, representing one half of the voting rights plus one, are present or represented.

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. Such decisions shall be brought to the attention of all the members.

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

Resolutions of the General Assembly in respect of the approval of the budgets and of the accounts and of the total membership fees may only validly be taken if two thirds of the Full Members representing two thirds of the voting rights, are present or represented and if approved by a simple majority vote.

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

- 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 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

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 composed of the President, the President-Elect, the Vice-President(s), the Treasurer and seven other Directors.

Article 18

The Directors are nominated by the Full Member to which they subscribe. The General Assembly elects for a three years' term the President, the Vice-Presidents, the Treasurer and the other directors and nominates the President-Elect. The President and Present-Elect shall be representatives of a Full Member belonging to the European Union.

The President, Vice-President(s), Treasurer and other Directors may only be re-elected for a second period of three years if their eligibility is extended pursuant to a resolution of the General Assembly in accordance with Article 15 hereof.

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

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 by the Board of Directors on a majority of votes cast. Any Director may authorise another Director by letter, telegram, fax, e-mail or any other written means to represent him at the Board of Directors meeting. No Director shall hold more than two proxies.

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.

Directors who represent a Full Member not originating from an EU country shall not be entitled to vote on matters dealing with European Union legislation, which would not fully apply in their respective countries.

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 some of its powers to committees, task forces or to one or several of its members for particular and/or specified purposes.

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 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.