

EUROPEAN FEDERATION OF ENGINEERING  
CONSULTANCY ASSOCIATIONS - EFCA

RULES OF PROCEDURE

MEMBERSHIP

1. Applicants for Full Membership may be Associations or Societies or other corporate bodies located in the European Community, EFTA countries or in countries which are engaged in formal negotiations with regard to membership of the European Union or EFTA, which agree in their application for membership to abide by the Rules of the Association and which meet the following required characteristics :
  - ◆ The applicant's purposes, as formally stated in its Charter, By-laws, Articles of Incorporation or any other document controlling its organisation, must comply with the requirements of the Charter, Rules of Procedure and Code of Conduct established by the Association.
2. Applications for membership must be in writing and must be accompanied by:
  - ◆ a copy of the applicant's Charter, Statutes or Act of Establishment, together with a report of its activities and, if available, latest annual report, list of members and other relevant information for submission to the General Assembly for consideration;
  - ◆ statements from existing members which originate from the same country as the applicant, if relevant.

ADMISSION

3. The decision of the General Assembly on a membership application shall be communicated to the applicant in writing.
4. In the case of a successful application, the decision of the General Assembly shall be communicated in writing by the Secretary-General to the other members of the Association with details of the new Member.

GENERAL ASSEMBLY

5. The agenda of the Annual Meeting of the General Assembly shall include at least the following items :
  1. Report of the President and of the Board of Directors concerning the activities of the preceding year;
  2. Statement of accounts and balance sheet of the preceding year;
  3. Changes in strategy and action plan for the coming year;
  4. Budget and membership fees for the coming year;
  5. Election of President, President-Elect, Vice-President(s), the Treasurer and the other Directors, if applicable.
  6. Appointment of an independent Auditor, if applicable.

6. The General Assembly shall be held at the registered office of the Association unless the notice of the meeting provides otherwise.
7. The President, or on his behalf any Vice-President or the Secretary General, shall in the case of any meeting of the General Assembly send to all members written notice convening the meeting and its agenda, the reports and the documents related to this agenda.
8. The agenda will group in a same sequence the items pertaining to the same category, i.e.:
  - policy statement;
  - actions undertaken;
  - administration & finance.
9. 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 Secretary-General.
10. All meetings of the General Assembly shall be chaired by the President or, if absent, by a Vice-President.
11. The Secretary-General shall take minutes of the meetings of the General Assembly. They will be distributed to every Member and kept at the Association's Secretariat.

#### COMPUTATION OF VOTING RIGHTS

12. 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 affiliated firms as on 1st January of the previous year.
13. The term "personnel" is defined as the total number of staff in member firms, including:
  - ◆ technical, professional and administrative staff;
  - ◆ persons of the following categories who are on the payroll : managers, members of the board in companies and partners in individually owned firms;
  - ◆ temporary and/or part time personnel converted into a fraction of full time personnel, provided they are not yet counted for in another member firm;
  - ◆ individual members, if not already accounted for in the number of personnel in one of the above mentioned categories.

Only one total number - N - of personnel is to be reported without specification of above categories.

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.

14. 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

15. The Board of Directors is composed by eleven directors, elected by the General Assembly for a term of three years. One third of its members will be elected (or re-elected) each year.
16. In case a director should not end his 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.
17. Full Members may nominate candidates as Director to the Board of Directors which will make recommendations for their election to the General Assembly.
18. The Board of Directors shall be composed in such a way as to allow reasonable representation of small, medium and large Full Members and originating from the different countries.
19. The Board of Directors shall make proposals to the General Assembly for the appointment of the President, the President-Elect, the Vice-President(s) and the Treasurer.
20. The President-Elect shall be appointed one year before his term as President. This nomination may increase transitionally to twelve the number of attendants to the Board of Directors where he will be present as consultant.
21. It is recommended that the President of EFCA should not be simultaneously President of a Full Member during his term.
22. President, Vice-President(s) and Treasurer are each appointed for a term of three years. In case one of them should not end his term, the Board of Directors will nominate a substitute to terminate this term; the nomination of substitute shall be subject to the approval of the next General Assembly.
23. The Board of Directors shall meet at least four times per year. All Board of Directors meetings are chaired by the President or if absent by one of the Vice-Presidents.
24. The Board of Directors shall supervise the work of the Secretary-General and the Secretariat.
25. The Board of Directors shall supervise the implementation of the budget through a budget control worked out by the Treasurer in co-operation with the Secretary-General.

26. The Board of Directors may delegate some of its powers to committees, task forces or to one or several of its members for particular and/or specified purposes (see art 21 charter).
27. 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, on request, be distributed to any member.

### COMMITTEES

28. 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 defined by the General Assembly.

Upon the creation of committees the Board of Directors shall:

- ◆ define the terms of reference of each committee; such terms of reference must be approved by the General Assembly;
- ◆ fix, 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; and
- ◆ appoint the members of the committee; at least one Board of Directors member shall be appointed as member of the committee and shall act as a chairman of the committee.

All conclusions and recommendations of the committee shall be submitted to the Board of Directors. Committee members may not communicate these conclusions and recommendations to any third party, unless approval has been given by the President representing the Board of Directors.

### TASK FORCES

29. Task forces may be established by the Board of Directors for the accomplishment of well defined and particular tasks.

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

- ◆ define and approve the terms of reference of the task force;
- ◆ fix the duration of the task force;
- ◆ fix, 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;
- ◆ appoint the members of the task force; the task force may be assisted by one or more experts; each task force shall appoint a chairman among its members.

All conclusions and recommendations of the task forces shall be submitted to the Board of Directors. The Task Force members may not communicate these conclusions and recommendations to any third party, unless approval has been given by the President representing the Board of Directors.

### WORKING GROUPS

30. Informal working groups may be established by the Board of Directors for the accomplishment of specified tasks.

### THE SECRETARY-GENERAL

31. The Board of Directors will appoint a Secretary-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.
32. The Secretary-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.
33. The Secretary-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.
34. The Secretary-General shall provide any available information on the work and activities of the Association to the Board of Directors.
35. The Secretary-General shall be responsible for the bookkeeping of the Association.
36. The duties and responsibilities of the Secretary-General shall further be defined in his contract with the Association. Such contract shall be signed by the President or by a Board of Directors member appointed by the Board of Directors on behalf of the Association.
37. The Secretary-General of the Association shall also be the secretary of the meetings of the General Assembly.
38. Upon request of the Board of Directors, the Secretary-General shall represent and act as the legal representative of the Association in respect of dealings with agencies, national associations and any authority.

### BUDGET AND ACCOUNTS

39. 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..
40. 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 Secretary-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.
41. The annual accounts shall be presented to the Board of Directors prior to the General Assembly.
42. Budget and subscription fees for the next year shall be attached to the annual accounts of the preceding year.

43. 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 Secretary-General shall be borne by the Association.
44. In specific cases, the Board of Directors can deviate from art. 43 within the limits of the budget voted by the General Assembly.

#### MEMBERSHIP FEES

45. The Full Members' subscription fee is revised annually on the basis of one total number of personnel N defined in art. 13 and following the degressive rule.

$$N = 25 n^2 + 250 n - 125$$

or

$$n = (30 + 0.04N)^{0.5} - 5$$

in which n represents the fee for each member.

46. This part could be corrected with a factor e, function of the 'Power Purchase Unit' (PPU) from the country of the Member.
47. The possible annual increase of the total of Full Members' fees should be limited to 5% or less (exclusive of inflation).
48. The casual annual variation of the fee of a Full Members should be limited to 10% or less (exclusive of inflation).
49. In case of grouping of Full Members of one country, the fee of the grouping should not be less than the total of the fees of the individual Members of the grouping.
50. 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.
51. The Observer Members fees should equal seventy five percent of the Full Members fees. Nevertheless, at the time of admission of an Observer Member the General Assembly could decide on an initial reduction and a progressive increase to reach this level.
52. The Associate Members fees should be decided by the General Assembly when such members are admitted.
53. 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 according to the invoice will be increased by an interest rate equal to the Belgian legal interest rate plus two percent.

#### CO-OPERATION WITH OTHER ORGANISATIONS

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