

ARTICLES OF ASSOCIATION

NAME

Article 1:

The name of the association is “Bureau Européen de l'Environnement – European Environmental Bureau”. It can be abbreviated “BEE” or “EEB”.

REGISTERED OFFICE

Article 2:

The Association shall have its legal seat in a commune of the Brussels' Region (Région de Bruxelles-Capitale). Its legal seat is presently established at 34 .boulevard de Waterloo, 1000 Brussels.

This legal seat may be transferred to any other place in the Brussels' Region (“Région de Bruxelles-Capitale”) by a decision of the Executive Committee

OBJECT

Article 3:

The European Environmental Bureau is an independent international environmental association with a scientific and pedagogical purpose, devoid of any profit- making motive.

Its object is:

- to promote a fair, long term, viable mode of life;
- to promote the protection and the conservation of the environment and the restoration and better use of human and natural resources, in particular within the context of the EC countries;
- to promote, undertake and co-ordinate research and studies to attain those objectives;
- to make any necessary information available to its members and other organisations likely to contribute to achieving the aims of the Bureau;
- to employ any adequate means of a didactic or other nature that may raise public awareness regarding these matters;
- to prepare and bring to the attention of the competent authorities, in particular within the context of the EEC, recommendations aimed at pursuing the aims of the Bureau.

The association may in order to achieve directly or indirectly its object, acquire any real or personal property, enter into contracts, accept acts of liberality, subsidies or subventions, sell, mortgage, grant liens on its assets, transfer any property, participate to other non-profit organisations pursuing a similar object, in accordance with legal provisions, these article of associations and any amendment hereto

The association may also open other offices in Belgium or abroad by simple majority of the Executive Committee.

MEMBERS

Article 4:

The association is a federation composed of non-governmental organisations particularly concerned with the protection and defence of the environment.

In special cases, that will be mentioned in article 5, individuals and organisations of another nature can also be part of the association and participate in its work.

Article 5:

The association is composed of full members, associate members, and honorary members. The characteristics, requirements and rights of these categories are described respectively in the paragraphs 5.1, 5.2 and 5.4, and their sub-paragraphs.

The association shall consist of at least 5 full members. If at any time the total number of members drops below 5, the association will automatically be dissolved.

The full members and the associate members will be liable for an annual membership-fee. The appropriate membership-fee for those both membership-class will be determined by the General Meeting.

5.1. Full members must be non-governmental organisations that are a legal entity in their own right, registered in a member state of the European Union, or of the European Economic Area (EEA), or in a country which is considered by the European Union as a candidate member. A major part of their membership must originate from such countries and their main object must be the conservation, promotion and study of the environment, the latter with the explicit aim of advancing environmental protection.

Full members must establish their actual activities by accomplishments of a continuous nature, independent of any commercial, industrial or party political influence or interest.

5.1.1. Organisations that had the status of full member before the date of adoption of the articles of association as amended will be allowed to keep this status even if not all criteria mentioned in 5.1. are met at that moment.

5.1.2. Full members are entitled to speak and vote at General Meetings. Each full member has the right to one vote. A full member may attend the General Meeting but will not have right to vote when it has not, upon adequate notice, paid its membership-fee for the current and preceding calendar year(s).

5.2. Associate members must be non-governmental organisations that are a legal entity in their own right, and are active in the field of environmental protection or related fields, but which do not meet all criteria for full membership.

5.2.1. The General Meeting may, when the case arises, formulate special criteria for associate membership.

5.2.2. Associate members can attend General Meetings in an advisory capacity. They can take part in some of the work of the association and are entitled to receive certain publications of the EEB.

5.3. An organisation wishing to join the association shall apply to the association for membership. The General Meeting decides on applications for membership, on the basis of a recommendation by the Executive Committee.

5.3.1. Any organisation applying for admission as full or associate member must provide the Executive Committee with a copy of its act of constitution and its by-laws or articles of association and most recent annual and financial report and accounts.

It will further have to indicate whether and to what degree it is dependent on any commercial, industrial or political influence or interest.

5.3.2. Having received all documentation, the Executive Committee formulates its opinion and presents it with the request to the earliest General Meeting that can decide on the application in accordance with the procedures.

5.3.3. In case the application is rejected by the General Meeting, a new application for the same kind of membership will only be considered after a period of three years has elapsed.

5.4. Honorary members are individual persons on whom the association wishes to confer this status in consideration of the moral support or actual work they have contributed.

5.4.1. The Executive Committee is entitled to nominate a candidate for honorary membership. Full members of the association can propose candidates. Such proposals must be made confidentially to the President of the association. The President must present the proposal to the Executive Committee which will determine if a recommendation will be made to the next General Assembly.

5.4.2. Honorary members can attend General Meetings in an advisory capacity. They may be invited individually or collectively by the General Meeting or the Executive Committee to attend other meetings or perform other activities.

5.4.3. Honorary members are not liable for membership-fee.

Article 6:

Any member of the association may at any time tender its resignation by sending a registered letter, telex, telefax or any other original or reproducible message to the Secretary General. Such resignation will become effective only at the end of the third month after it was tendered.

Article 7:

The expulsion of a member may be pronounced by the General Meeting deciding with a two thirds majority of the votes excluding the vote of the member whose expulsion is discussed, only after the member has been given the opportunity to defend itself.

No member may be expelled without having been informed in writing of the reasons behind such expulsion. Such notification shall be given at least three months before the date of the General Meeting required to decide on the matter.

Article 8:

No member that has resigned or been expelled, nor its beneficiaries or creditors will have any right over the assets of the association. The debts that such member would have towards the association immediately become due and payable.

GENERAL MEETING

Article 9:

The General Meeting is vested of all the powers necessary for achieving the realisation of the object of the association.

Article 10:

The General Meeting shall hold at least once a year at the date, time and place decided by the Executive Committee. It shall be convened at least two months in advance by the Secretary General acting on behalf of the Executive Committee or upon the request of one fifth of the members of the association who are entitled to vote.

Each member may be represented at the General Meeting by another member entitled to vote and holding a written proxy, as foreseen hereunder. However, a member may not represent more than three other -members.

Convening notices with the agenda will be sent by the President at least one month in advance.

To be validly constituted and able to deliberate validly, the General Meeting must gather at least one third of the full members, present or represented. A member will be considered present or represented if he or the member who is holding its proxy has signed the attendance list. Proxies must be handed in writing or delivered by sending a registered letter, telex, telefax or any other unique and reproducible message to the Secretary General.

No written delegation is needed when a member is represented by his director, secretary general or chairperson. In the other cases, the individual representing a member will justify his/her delegation.

Article 11:

The General Meeting may only decide on the items listed on its agenda. Supplementary items may only be added to the agenda by a decision taken by two thirds of the members present or represented. Such special decision must be taken for each supplementary item that is to be added to the agenda.

Article 12:

Unless there be a contrary provision in the Articles of Association, the General Meeting shall decide by a simple majority of members, present or represented, who are entitled to vote. Voting shall take place in accordance with the procedure laid down in the Standing Orders of the association.

All decisions shall be notified to all the members.

Article 13:

The association shall be managed by an Executive Committee composed of one individual representing the members from each EU member-state, in as much there is at least a member of such state, plus at maximum fifteen additional members. Any such additional member of the Executive Committee shall be a representative of a member of the association.

Article 14:

14.1. The full members of the EEB from a same member state shall, by agreement amongst themselves, propose a candidate for the Executive Committee to represent that

member state. The full members of the EEB from a non-member state shall follow the same procedure for proposing a candidate, if any, for the Executive Committee.

14.2. The members of the Executive Committee shall be elected by the General Meeting, and the General Meeting shall appoint from their midst a President, at least two Vice-Presidents and a Treasurer.

14.3. The members of the Executive Committee are elected for a period of two years (every year half of the Executive is elected). They may be re-elected. The Finnish, Norwegian, Belgian, Danish, German, Greek, Spanish and French members of the Executive Committee shall be elected in the even years; the Austrian, Swedish, Irish, Italian, Luxembourg, Dutch, Portuguese and British members in the uneven.

In case a new member country enters the Community, that country will be put in the same category as Belgium if its representative in the Executive Committee is for the first time elected in an even year, and in the same category as Ireland in the other case.

14.4. In the event that a member of the Executive Committee does not complete his/her term of office, the full members of the EEB from the member state concerned may propose and the Executive Committee shall appoint a replacement to serve the remainder of the unexpired term.

Article 15:

The Executive Committee shall meet at least once a year at the date, time and place that it decides. Convening notices to meetings shall be sent out by the Secretary General at least one month in advance. Each member of the Executive Committee may be represented at meetings of the Executive Committee by either a person from the same country or another member of the Executive Committee. In both cases this representative must have a written proxy from the absent member. No member of the board may hold more than two proxies from absent members. Proxies must be handed in writing or delivered by sending a registered letter, telex, telefax or any other unique and reproducible message to the Secretary General.

The Executive Committee may validly deliberate and vote when a simple majority of its members is present or represented. The Executive Committee shall decide by a simple majority vote of the members present or represented. Voting and all other actions of the Executive Committee shall take place in accordance with the procedures provided in the Standing Orders.

In the case of a tie vote in the Executive Committee, the President's vote will be decisive.

Article 16:

The Executive Committee shall have full power to manage and administer the association, with the exception of what is or has been expressly reserved to the General Meeting by the law or the articles of association.

Article 17:

The Executive Committee shall, subject to the approval of the Annual General Meeting, appoint or dismiss a Secretary General. He does not need to originate from a member-organisation of the association. He shall attend the General Meeting and the meetings of the Executive Committee, unless a simple majority of the members present or represented to such a meeting decides that his/her presence during the deliberation and the vote of determined items of the agenda is not in the interest of the association.

He shall be entitled to speak at these meetings. The Secretary-General is entrusted with the daily management of the association. He supervises the staff of the office of the association. He prepares and organises under the supervision of the President, the work of

the Executive Committee and of the General Meeting. The function of the Secretary-General shall be remunerated. Where he will act in the capacity of an employee of the association, the Executive Committee will act as his employer. The Executive Committee can delegate parts of the latter role to one or more of its members.

Article 18

All deeds committing the association shall be signed by two properly authorised members of the Executive Committee, or by one properly authorised Member of the Executive Committee and the Secretary-General, who have not to justify their powers to third parties. Court procedures, whether as plaintiff or defendant, shall be followed and pursued diligently by the Executive Committee, represented by the President or by a member of the Executive Committee or by the Secretary General especially designated to that end by the Executive Committee.

BUDGETS AND ACCOUNT

Article 19:

The fiscal year shall close on December 31st of each year.

Article 20:

Each year, the Executive Committee shall submit the accounts for the past year and the budget for the following year to the General Meeting for approval.

Article 21:

The General Meeting shall appoint each year two financial scrutineers, and a financial auditor who will report to the next Annual General Meeting.

The association will be financed through :

- a) membership fees
- b) Subventions
- c) Contracted projects
- d) Donations
- e) Sponsoring
- f) Legations

Any other -legitimate source of income.

In order to reach its statutory aim, the association is allowed to accept all donations. It can also own all property necessary to achieve this aim.

AMENDMENTS TO THE STATUTES AND WINDING UP

Article 22:

Any proposal to amend the statutes or to wind up the association must come from the Executive Committee or from at least two full members of the association who are entitled to vote.

Such a proposal shall be brought to the knowledge of all the members of the association at least three months before the date of the General Meeting that will be required to decide thereon.

The Executive Committee may, by unanimous agreement, submit such a proposal less than two months before the date of the General Meeting.

No decision shall be effective unless it is voted for by a two thirds majority of the full members entitled to vote.

However, if less than two thirds of members entitled to speak and vote are present or represented at the General Meeting, a further General Meeting shall be convened on the same conditions as the preceding one and it shall validly and definitively decide on the proposal in question by a two thirds majority of the members entitled to vote, present or represented.

In the case of winding up, the General Meeting shall decide the method of winding up and liquidating the association.

GENERAL PROVISIONS

Article 23:

Anything which is not provided for in these statutes, and in particular publications to be made in the "Moniteur Belge" (Belgian State Gazette), will be settled in accordance with the provisions of the Belgian law of October 25th 1919 as amended by the law of December 6th 1954 or any further legislation that would come into force regarding international associations.
