STATUTES OF THE ASSOCIATION

NAME

Article 1:
The name of the Association is “Bureau Européen de l'Environnement” in French and “European Environmental Bureau” in English. 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 Board, published the month following its meeting, in the Annexes of the Belgian Official Gazette.

OBJECT

Article 3:
The European Environmental Bureau is an independent international environmental association, devoid of any profit-making motive.

Its vision is a world in which:
- All people of present and future generations are able to enjoy a rich, clean and healthy environment, where prosperity and peace are secured for all;
- Responsible societies respect the carrying capacity of the planet and preserve it for future generations, including its rich biodiversity;
- Effective environmental policies and sustainable development have priority over short-term objectives that only serve the current generation or certain sections of society.

The object of the Association is to promote sustainable development, environmental justice, global equity, transparency, participatory democracy and shared but differentiated responsibilities, as well as the principles of prevention, precaution and the polluter pays.

In order to achieve its object, whether directly or indirectly, the Association may acquire any real or personal property, enter into contracts, accept donations, subsidies or subventions, sell, mortgage, grant liens on its assets, transfer any property and cooperate with other non-profit
organisations pursuing a similar object, in accordance with legal provisions, these statutes and any amendment hereto.

The Association may also open other offices in Belgium or abroad by simple majority of the Board.

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, referred to in Article 5, individuals and organisations of another nature may also be part of the Association and participate in its work.

Article 5:
The Association is composed of full member organisations, associate member organisations and honorary members. The characteristics, requirements and rights of these categories are described respectively in Articles 5.1, 5.2 and 5.4, and their sub-paragraphs.

The Association shall consist of at least five full member organisations. If at any time the total number of member organisations drops below five, the Association will be dissolved in accordance with Article 23.

The full member organisations and the associate member organisations will be liable for an annual membership fee. The appropriate membership fee for both those membership classes will be determined by the General Assembly.

5.1. Full member organisations must be non-governmental organisations that are legal entities in their own right, registered in a country which is a member state of the European Union, is considered by the European Union as a candidate for membership of the European Union or has applied for such membership, is part of the Eastern Partnership or is wholly located within the continent of Europe. A major part of their membership must originate from such countries and their main objective must be the conservation, promotion and study of the environment, the latter with the explicit aim of advancing environmental protection. Full member organisations must carry out their activities on a continuous basis, 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 statutes as amended will be allowed to keep this status even if not all criteria mentioned in Article 5.1 are met at that moment.

5.1.2. Full member organisations are entitled to speak and vote at meetings of the General Assembly. Each full member organisation has the right to one vote. A full member organisation may attend meetings of the General Assembly but will not have the 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 member organisations must be non-governmental organisations that are legal entities 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 Assembly may, when the case arises, formulate special criteria for associate membership.
5.2.2. Associate member organisations can attend meetings of the General Assembly in an advisory capacity, with no right to vote. They can take part in some of the work of the Association and are entitled to receive certain of its publications.

5.3. An organisation wishing to join the Association shall apply to the Association for membership. The General Assembly decides on applications for membership, on the basis of a recommendation by the Board.

5.3.1. Any organisation applying for admission as full or associate member organisation must provide the Board with a copy of its act of constitution, its statutes or articles of association and its 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 Board formulates its opinion and presents it with the application to the earliest ordinary meeting of the General Assembly that shall decide on the application.

5.3.3. In case the application is rejected by the General Assembly, a new application for the same category of membership will not be considered by the General Assembly before its third ordinary meeting after the rejection of the application.

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 Board is entitled to nominate a candidate for honorary membership. Full member organisations of the Association can propose candidates. Such proposals must be made to the President of the Association. The President must present the proposal to the Board which will determine if a recommendation will be made to the next meeting of the General Assembly.

5.4.2. Honorary members can attend meetings of the General Assembly in an advisory capacity, with no right to vote. They may be invited individually or collectively by the General Assembly or the Board to attend other meetings or perform other activities.

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

**Article 6:**
Any member of the Association may at any time tender its (in the case of an honorary member, his or her) resignation by sending a registered letter, 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 organisation may be decided by the General Assembly by a two-thirds majority of those full member organisations present or represented and entitled to vote excluding the member organisation whose expulsion is discussed, provided that the member organisation has been given the opportunity to defend itself.
No member organisation 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 meeting of the General Assembly at which the matter is to be decided.

**Article 8:**
No member organisation 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 a member organisation has towards the Association shall immediately become due and payable.

**GENERAL ASSEMBLY**

**Article 9:**
The General Assembly is vested of all the powers necessary for achieving the realisation of the object of the Association.

**Article 10:**
The General Assembly shall meet at least once a year at the date, time and place decided by the Board. An ordinary meeting of the General Assembly shall be held once in each calendar year to conduct the regular business of the Association, and extraordinary meetings may be convened according to need. Meetings of the General Assembly shall be convened at least two months in advance by e-mail notification to all the members by the Secretary General acting on behalf of the Board or upon the request of one fifth of the full member organisations who are entitled to vote.

Each member organisation may be represented at meetings of the General Assembly by another member organisation entitled to vote and holding a written proxy, as foreseen hereunder. However, a member organisation may not represent more than three other member organisations.

The agenda will be drawn up by the President and circulated at least one month in advance.

To be validly constituted and able to deliberate validly, the General Assembly must be attended by at least one third of the full member organisations, present or represented. A member organisation will be considered present or represented if its representative or the representative of the member organisation who is holding its proxy has signed the attendance list. Proxies must be delivered by hand or sent by registered letter, telefax or in any other unique and reproducible form to the Secretary General.

No written delegation of authority is needed when a member organisation is represented by its director, secretary general or chairperson. In the other cases, the individual representing a member organisation must be ready to provide verification of his/her mandate to represent the organisation.

**Article 11:**
The General Assembly 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 full member organisations present or represented. Such a special decision must be taken for each supplementary item that is to be added to the agenda.
**Article 12:**
Except where there is a contrary provision in the statutes, the General Assembly shall decide by a simple majority of the full member organisations, 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 reports of meetings of the General Assembly, including all decisions and resolutions, shall be available for inspection by all the members in an on-line database accessible through the Association’s website.

**BOARD**

**Article 13:**
The Association shall be managed by a Board (referred to in earlier versions of these statutes as ‘Executive Committee’) with a minimum of five members, composed of one individual from each country in which there is at least one full member organisation, representing the member organisation(s) from that country. At most three additional individual members may also be appointed to the Board. Any such additional individual member of the Board shall be a representative of a full member organisation of the association.

**Article 14:**
14.1. The full member organisations from a given country shall seek to agree among themselves on a single candidate for the Board to represent the full member organisations from that country.

14.2. The members of the Board shall be elected by the General Assembly, and the General Assembly shall elect from its full member organisations a President, at least two Vice-Presidents and a Treasurer.

14.3. The members of the Board are elected for a period of three years, with approximately one-third of the Board being elected each year. They may be re-elected. The Board is mandated to establish a rota system precisely determining the countries whose member organisations’ representatives will be elected in any given year.

14.4. In the event that a member of the Board does not complete his/her term of office, the full member organisations from the country concerned may propose and the Board shall elect a replacement to serve the remainder of the unexpired term.

14.5. The President, Vice-Presidents and Treasurer are elected to serve until the following ordinary meeting of the General Assembly, unless otherwise decided at an extraordinary meeting of the General Assembly. In the event that the President, a Vice-President or the Treasurer does not complete his/her term of office, the Board shall elect a replacement to serve until the next ordinary meeting of the General Assembly.

**Article 15:**
The Board 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 by e-mail at least one month in advance. Each member of the Board may be represented at meetings of the Board by either a person from the same country or another member of the Board. 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 delivered by hand or sent by registered letter, telefax or in any other unique and reproducible form to the Secretary General.
The Board may validly deliberate and vote when a simple majority of its members is present or represented. The Board shall decide by a simple majority vote of the members present or represented. In the case of a tied vote in the Board, the President's vote will be decisive. Subject to the relevant provisions of these Statutes, the Board may develop its own procedures governing decision-making, including decision-making between meetings, and all other actions of the Board. The Standing Orders of the General Assembly shall apply mutatis mutandis to the actions of the Board where the Board has not established its own procedures with respect to a matter.

The decisions and resolutions of the Board shall be stated in the meeting reports which are drawn up by the Secretary General and approved by the Board. The minutes shall be available for inspection by the members of the Association in an on-line database accessible through the Association's website.

**Article 16:**
The Board shall have full power to manage and administer the association, with the exception of what is or has been expressly reserved to the General Assembly by the law or these statutes.

**SECRETARY GENERAL**

**Article 17:**
The Board shall appoint and may dismiss the Secretary General, by simple majority. He/She does not need to originate from a member organisation of the Association. He/She shall attend meetings of the General Assembly and the Board, unless a simple majority of the member organisations present or represented at such a meeting decides that his/her presence during the deliberation and the vote on determined items of the agenda is not in the interests of the Association. He/She shall be entitled to speak at these meetings.

The Secretary General is entrusted with the daily management of the Association. He/She supervises the staff of the office of the Association. He/She prepares and organises, under the supervision of the President, the work of the Board and of the General Assembly. The function of the Secretary General shall be remunerated. Where he/she will act in the capacity of an employee of the Association, the Board will act as his/her employer. The Board can delegate parts of the latter role to one or more of its members.

**REPRESENTATIVE AUTHORITY**

**Article 18**
All deeds committing the Association shall be signed by two properly authorised members of the Board, or by one properly authorised member of the Board and the Secretary General, who are not required to justify their powers to third parties. Court proceedings, whether as plaintiff or defendant, shall be followed and pursued diligently by the Board, represented by the President or by a member of the Board, or by the Secretary General where so mandated by the Board.

**BUDGETS AND ACCOUNT**

**Article 19:**
The fiscal year shall close on December 31st of each year.

**Article 20:**
Each year, the Board shall submit the accounts for the past year and the budget for the following year to the General Assembly for approval.
Article 21:
The General Assembly shall appoint each year a financial auditor who will report to the next annual meeting of the General Assembly.

Article 22:
The Association will be financed through:
   a) Membership fees
   b) Grants
   c) Contracted projects
   d) Donations
   e) Sponsorships
   f) Legacies
   g) Any other legitimate source of income.

In order to achieve its object, the Association is allowed to accept all donations, subject to any guidelines approved by the Board and in accordance with legal provisions. It can also own all property necessary to achieve this aim.

AMENDMENTS TO THE STATUTES AND WINDING UP

Article 23:
Any proposal to amend the statutes or to wind up the Association must come from the Board or from at least two full member organisations of the Association who are entitled to vote.

Subject to the following sentence, such a proposal shall be brought to the knowledge of all the member organisations of the Association at least three months before the date of the meeting of the General Assembly that will be required to decide thereon. The Board may, by unanimous agreement, submit such a proposal less than two months before the date of the relevant meeting of the General Assembly.

A meeting of the General Assembly convened to wind up the Association or amend the statutes shall be validly constituted if at least two-thirds of the total number of the full member organisations entitled to vote are present or represented. No decision on an amendment or the winding up of the Association shall be effective unless it is voted for by at least a two-thirds majority of the full member organisations entitled to vote and present or represented. However, if less than two-thirds of member organisations entitled to vote are present or represented at the meeting, a further meeting of the General Assembly 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 full member organisations entitled to vote, present or represented.

In the case of winding up, the General Assembly shall appoint one or more liquidator(s) who shall be authorized to allocate the net assets to an association or to any public authority of which the purpose is similar or comparable to that of the present association. These decisions and the names, professions and addresses of the liquidator(s) shall be published in the Annexes of the Belgian Official Gazette.
GENERAL PROVISIONS

Article 24:
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 2nd May 2002 or any further legislation that comes into force regarding international associations.