



# Internal Regulations EFL - EEIG "European Economic Interest Grouping"

## Article 1 Validity

1. In these Internal Regulations are, in addition to what is laid down in the Statutes of the European Federation for Living EEIG, the rules described with respect to the composition and functioning of the organs contained in the Statutes. These rules must be read in conjunction with the Statutes.
2. The Internal Regulations apply to the formal bodies within the "EFL-EEIG". These include the General Assembly (continued GA) and the Executive Board (EB).

## Article 2 Organs

1. General Assembly (GA): the highest body within the EFL-EEIG. The GA sets the policy of the EEIG. This policy is carried out by the Executive Board. Each member has one voice within the GA.
2. Executive Board: elected governing body responsible for the daily affairs of the EEIG. The Executive Board (EB) is elected from and by the GA.
3. From EB and members of the EFL is expected that they comply to the EEIG statutes, regulations and decisions of organs of the EEIG and that they respect each other and the association and carry out the requirements of reasonableness and fairness and don't harm the interests of the association.

## Article 3 Quorum General Assembly

1. The General Assembly has a quorum of two thirds of its members.
2. The GA decides, notwithstanding the provisions of article 10 paragraph 5 of the Statutes, with two third of the votes. To the votes count all votes for and against, votes cast by authorization and blank votes. Abstentions do not count.
3. If at the start of the GA fewer members are present than the required quorum, within a month a new GA will be issued. In that case the GA can vote without the required quorum.

## Article 4 Contribution

1. The EFL EEIG has no fixed annual fee. The annual contribution is determined on the basis of the budget for the following year for which each member is equally taxed, with prejudice to Article 7 of the Statutes.
2. The General Assembly may adopt different rules regarding the amount of the contribution of the members.
3. The amount of the annual contribution per year will be adopted in the last general meeting of each year.
4. The contribution is to be paid before February 15 of each year.

#### **Article 5 Composition of Executive Board**

1. The General Assembly shall elect an Executive Board for the period of three years. The EB consists of three members and contain the position of chairman, vice chairman, secretary and treasurer.
2. The positions of chairman and vice chairman are elected by the General Assembly of Members, for which the Executive Board writes a recommendation.
3. The association of the position of vice chairman and other board positions, except those of the chairman, is possible. A fourth and fifth board member can be elected and installed.

#### **Article 6. Election of the Executive Board**

1. For the announcement of the election of one or more members of the Executive Board, the existing Executive Board notifies the members at least two months before of the vacancy and the relevant election.
2. The chairman and vice chairman must be member of the governing body of a member of the consortium.
3. The GA sets a rotation schedule. The rotation schedule includes at least:
  - a. The name of each Board member.
  - b. The date the period begins and ends for which the Board member is appointed.
4. Interested applicants for a position in the Executive Board make their statement to the existing Executive Board, until the moment of the election. The Executive Board is responsible for setting a recommendation of a candidate.
5. If the election of a candidate Board Member lacks the quorum, the EB organizes within fourteen days after the meeting a written ballot among all members.
6. An executive board member is, by quorum of two third of the votes, in his / her position elected or reelected.
7. The election of persons is in principle secret and in writing.

#### **Article 7 Executive Board**

1. Within EFL operates an Executive Board. The EB fulfills the following functions:
  - a. Preparation of meetings of the General Assembly
  - b. General (daily) management
  - c. Implementation decisions of the General Assembly
  - d. Outside representation of the EFL
  - e. Financial management
  - f. Preparing annual budget
  - g. Preparing financial statements
  - h. Perform secretariat
  - i. Reporting of the meetings
  - j. Installation of committees and working groups

2. The EB may the execution of the daily activities and management outsource and/or mandate to a managing director.
3. The members of the EB represent sectoral constituencies. The EB is composed by representatives from:
  - a. The nonprofit sector
  - b. The profit sectorIt is aimed that the EB is composed by a balanced distribution of members across the participating countries
4. The EB is authorized to take decisions within the framework established in the Annual Plan of EFL.
5. Members of the EB each have a focus corresponding to the areas in paragraph 3.
6. Decision-making within the EB is based on unanimity. In the absence of a member, decisions can only be to be taken if his vote is available.
7. Meetings of the EB are reported in minutes.

#### **Article 8 Chairman**

1. The Chairman derives from the circle of members. The GA can decide to appoint an external technical chairman for chairing the meetings.
2. The Chairman chairs the General Assembly and Executive Board meetings. In his / her absence the vice chairman replaces; in his absence one of the other board members replaces. The Chairman determines with the Secretary the agenda for the Executive Board.

#### **Article 9 Secretary**

1. The secretary is responsible for the correspondence of the association and the making of the minutes of Board meetings and the General Assembly. The minutes of the General Assembly shall no later than one month after the meeting be distributed among the members. The minutes of the Executive Board meetings and the General Assembly will be signed after the adoption by the Executive Board, respectively the General Assembly by the Secretary and the Chairman.

#### **Article 10 Treasurer**

1. The treasurer is responsible for the financial management. He shall present the annual account and accountability. Each year a Balance sheet and Profit/ Loss account will be made. Discharge of the treasurer takes place, upon approval by the General Assembly, by signing the books by the Executive Board.
2. Six months after adoption of the Operating Budget and balance, an intermediate position of the finances will be made.

#### **Article 11 Vice-Chairman**

1. The Vice-Chairperson shall replace the chairman in his absence, and may take over a number of tasks from the Chairman.

#### **Article 12 Retirement Board**

1. Executive Board members are appointed by the General Assembly for a period of three years.
2. The Executive Board composes a rotation schedule, for which is ensured that experienced members form part of the Executive Board.

#### **Article 13 Committees**

1. The GA may appoint committees for specific tasks. Separate regulations for Commission may be drafted.

#### **Article 14 Meetings**

1. The General Assembly meets at least once a year.
2. The Executive Board meets at least twice a year, unless there are no agenda items.
3. An individual member of the EEIG EFL can under urgent circumstances call the members for a General Assembly beyond the timetable of meetings, if at least half of the members support this call.

#### **Article 15 Calls for Meetings**

1. The calls for meetings of the General Assembly and the Executive Board are in writing or by e-mail, at least four weeks before the meeting. The meetings follow the established annual calendar. The convocation will contain the place, time and a provisional agenda.
2. In determining the annual calendar the availability of the members will be as much as possible taken into account.  
The Chairman may at any time call for a Meeting under emergency circumstances at short notice.
3. There can be gathered by the EB if all Board members are together.

#### **Article 16 Participation and Representation**

1. To participate in meetings of the General Assembly are statutorily entitled: a) executives and board members and b) employees with a written mandate of their Board. Participants in the meetings should be empowered to act on behalf of the organization they represent.
2. The General Meeting is composed of permanent representatives of the members. Representatives which are unable to attend, may send a substitute.
3. If the representative is not able to send a substitute, he may inform the Chairman or an representative member about his views regarding the decisions in writing. A member may give a mandate to another member on his behalf to participate in the vote.

## **Article 17**

1. The chairman sets the agenda. It includes at least:
  - 1 Opening.
  - 2 Determination of the competence of the meeting.
  - 3 Determination of the agenda.
  - 4 Communications from the Board.
  - 5 Minutes of previous meeting.
  - 6 Further on the table.
  - 7 Any other business.
  - 8 Closure.
2. Proposals for the agenda by its members may be submitted directly before the meeting in order to a vote at the meeting. The General Assembly decides on the inclusion of a relevant item on the agenda.

## **Article 18 Conference Order**

1. The meetings are not public.
2. The Chairman shall open, lead and close the meeting. The Chairman may at any time interrupt the meeting and / or speak.
3. The Chairman discusses the minutes of the last time. About amendments to the minutes, decisions must be taken. The approval of the (possibly amended) minutes, takes place by the dated signing by the Chairman and Secretary.
4. The Chairman gives during the processing of each agenda item a brief explanation. He also reports to which decision the point will lead. Then he gives the word to the person who has introduced the agenda item, opens the debate and brings proposals to the voting procedure.
5. The chairman is responsible for the orderly conduct of the debate and ensures that the discussion stays relevant.
6. Shall the meeting close before all matters are finished, the untreated items of the agenda will be reinstated during the subsequent meeting.

## **Article 19 Voting Process**

1. If the meeting not determines otherwise, voting takes place orally or by show of hands.
2. A proposal is considered adopted if two-thirds of the members present agree with the proposal.
3. For some subjects unanimous agreement of all members is necessary:
  - a) changing of the goals of the partnership;
  - b) changing of the number of votes allocated to each member;
  - c) modification of the procedure of decision making;
  - d) extension of the duration of the partnership until after the time set in the Statutes;
  - e) changing of the contribution of each of the members or an individual member in the financing of the cooperation;

f) changing of any other obligation of a member, unless the Statutes provide otherwise;

#### **Article 20 Reporting**

1. Of each meeting a report is made. The secretariat is appointed by the Secretary and may consist of himself, a secretary, the director or a member of the meeting.
2. The report should at least consist of:
  - Numbered items on the agenda
  - Date, place and time of the meeting
  - The names of the persons and organizations present
  - The names of the absent persons and organizations, indicating the notification of absence.
  - Summary of proposals and discussions, to the extent necessary to substantiate the decisions taken
  - Decisions themselves in the form of a decision list
  - A list of action items, which include responsibility for the action to be performed
  - The place, date and time of next meeting.
3. The report must be completed within a period of 4 weeks and distributed among the members. The used language is English.
4. Comments on the report may be pass in writing or by e-mail, until the date of the next meeting. Comments can only relate to incorrect representation of the content of the meeting.
5. After determining the content of the report, the report is binding for all members.

#### **Article 21 Financial Control**

1. The Executive Board shall prepare an annual budget for the following year. The annual budget should be adopted by unanimous vote of the General Assembly.
2. The treasurer is responsible for internal control and the subsequent presentation of the annual budget in the GA.
3. Annual Accounts of the EFL EEIG are prepared and audited by an external auditor.

#### **Article 22 Expulsion**

1. A member may be expelled in case of gross negligence against the partnership or if the work of the partnership is seriously disturbed or is liable to disturb. The decision to expel a member shall require a three-fourths majority vote of the members. The concerned member has no say in this decision.
2. After the General Assembly has decided to expulsion, the member concerned will be informed as soon as possible by means of a letter with acknowledgment of receipt, stating the reason(s) notified of the decision.
3. By a through the General Assembly imposed expulsion, the member concerned can appeal within one month after receiving this notice to the by the Executive Board installed

Commission of Appeals. During the appeal and pending the appeal the member is suspended.

**Article 23 Final Provisions**

1. The Internal Regulations are adopted by the General Assembly. The validity is unlimited.
2. Adjustment of the Internal Regulations shall be activated by the General Assembly or on proposal by the EB. Changed Internal Regulations receive its validity after adoption by the General Assembly.