

## **The Constitution of EuroFM**

(June 26<sup>th</sup>, 2024)

### **Name.**

#### **Article 1.**

The name of the association shall be:

**EUROPEAN FACILITY MANAGEMENT NETWORK (EuroFM Network).**

### **Seat.**

#### **Article 2.**

It has its seat in the Netherlands in the municipality of the Hague.

### **Objects.**

#### **Article 3.**

1. The objects of the association will be:

- to group organisations of facility management experts existing in different countries and individual facility management experts, into a European network;
- to promote the establishment of such organisations in countries where such do not exist;
- to promote the inter-relationship of participating associations;
- to act as a central source of information on matters of mutual interest to participating associations and to circulate such information for their benefit;
- to encourage the exchange of publications produced by the participating associations among the other participating associations;
- to encourage the exchange of information on trends in facility management;
- to promote mutual hospitality between participating associations and the members thereof;
- to co-operate with other international organisations in matters concerning facility management and related fields;
- to encourage and promote (international) symposia, conferences, information meetings and business meetings on facility management and related fields;
- to promote, co-ordinate and organise staff and student exchanges, education programs, research programs;
- to seek national and international funds to support collaborative activity, and
- to encourage and promote any other activities that may contribute to the objectives of the Network.

2. The official language of the association shall be English.

## **Members. Associate Members**

### **Article 4 a.**

1. Members of the association can be:  
European legal entities, national associations, research and educational institutes - both of a public law nature and a private law nature - active in the field of Facility Management.
2. Associate Members of the association can be: Non-European legal entities, national associations, research and educational institutes - both of a public law nature and a private law nature - active in the field of Facility Management. The Associate Members has the same rights with the Members except voting and election rights for the EuroFM Board.
3. The board shall keep a register in which the names and addresses of all members are recorded.

## **Sponsors Affiliates.**

### **Article 4 b.**

1. Sponsors are those who have declared themselves prepared to support the association financially.
2. Affiliates are persons or legal entities who promote the establishment of Facility Management Organisations. Affiliates can take part in the activities of the association.
3. Sponsors and affiliates shall have no other rights and duties than those granted to and imposed on them by or by virtue of the rules.

## **Networkgroups and committees**

### **Article 5.**

1. The association has Networkgroups and committees, which can be joined by (a representative of) the members, the associate members, sponsors and affiliates of the association.
2. Each Networkgroup or Committee has a chairman. The chairman will be appointed by or approved by the board.
3. The board may, after the prior approval of the general meeting, formulate a regulation in order to regulate the position and rules of procedure of the Networkgroup or Committee.
4. (The members of) a Networkgroup or a Committee shall have no other rights and duties than those granted to and imposed on them by or by virtue of the articles of association.

## **Admission.**

### **Article 6.**

1. The board decides on the admission of members, the associate members, sponsors and affiliates.
2. In case of non-admission as a member, the general meeting may as yet decide to admission.

## **Termination of membership.**

### **Article 7.**

1. The membership ends:
  - (a) if a member or the associate member ceases to exist;
  - (b) by resignation of the member or the associate member;
  - (c) by notice of discontinuation of membership given by the association. This is possible when a member or an associate member meets no longer the requirements for membership laid down in the rules, when the member or the associate member does not fulfil its obligations towards the association, and also when the association cannot reasonably be expected to let the membership continue;
  - (d) by expulsion. This can be pronounced only when a member or an associate member acts contrary to the articles, regulations and resolutions of the association, or injures the association in an unreasonable manner.
2. Notice of discontinuation of membership by the association shall be given by the board.
3. Resignation of the member/the associate member or discontinuation of membership by the association may take place only with due observance of a term of notice of four weeks.
4. A member or an associate member may give notice of termination of its membership with immediate effect within one month after having become aware or after having been notified of a resolution restricting its rights or increasing its obligations towards the association. In such case the resolution shall not apply to the member.

A member or an associate member may not exclude the applicability to him of a resolution by giving notice of termination of its membership, if it concerns a resolution where rights and obligations of a financial nature are changed.
5. Expulsion from membership takes place by the board.
6. From a resolution to discontinue the membership on one of the grounds as mentioned in Article 7, paragraph 1, sub c, the member concerned may appeal to the general meeting within one month after receipt of the notice of the resolution. During the term of appeal and pending the appeal the member or an associate member shall be suspended, however, with the provision that the suspended member or an associate member shall have the right to defend itself in the general meeting, in which the appeal is discussed.

7. If the membership ends in the course of an official year, the annual dues shall nevertheless remain due for the entire year.

**Termination of the rights and duties of affiliates and of a sponsor.**

**Article 8.**

1. The rights and duties affiliates and/or a sponsor may at any time be ended by agreement, however, the full annual dues for the current year shall remain payable.
2. Termination by the association shall be effected by the board.

**Annual dues.**

**Article 9.**

1. The members, the associate members, the affiliates and the sponsors shall – if and when the general meeting so decides – be obliged to pay annual dues, the amount of which shall be determined by the general meeting. They can thereto be divided into classes that pay different dues.
2. The board may in special cases grant full or partial exemption of the obligation to pay dues.

**Rights of affiliates and sponsors.**

**Article 10.**

Apart from other rights granted to affiliates and sponsors by or by virtues of these rules, they shall have the right to attend the general meeting, to address the meeting and to advise the general meeting.

**Board.**

**Article 11.**

- a. The number of members of the board shall be determined by the general meeting, provided that the board shall consist of a minimum of three members.
  - b. Each member of the board, who does not fill the position of member of the executive committee, has a position on the board as representative of one Networkgroup.
1. a. The members of the board shall be appointed by the general meeting, with due observance of the provisions of section 3 of this article 11.  
b. The members of the board may be appointed from without its members.  
c. The chairman and treasurer shall be appointed in the position of chairman and treasurer respectively.
  2. a. Members of the board are private persons.  
b. Private persons who are in any way related to a member-organisation, may

- become a candidate for a position on the board, including a position of chairman, vice chairman and secretary/treasurer as well as a position of representative of a Networkgroup, provided that (i) the nomination as a candidate has to be submitted to the board not later than on the date indicated by the board upon the announcement of a vacancy, as referred to under c of this article 3 (ii) the nomination as a candidate must be in writing, including (if there is more than one vacancy) a specification of the vacancy, (iii) accompanied by a written presentation of the candidate and (iv) the nomination to be accompanied by a written support by the member-organisation, to which the candidate is related, as referred to above.
- c. The board shall inform the members sponsors and affiliates with regard to the vacancy or vacancies, at least ten (10) weeks prior to the general meeting at which the appointment of a member of the board is to be discussed, with indication of the date on which the nomination as a candidate has to be submitted to the board.
  - d. Further rules in respect of the nomination as a candidate may be given in by-laws.
3. a. The filling of a vacancy or vacancies will be discussed in the first coming general meeting.
- b. The board shall inform the members, the associate members, sponsors and affiliates in the convocation to the meeting at which the filling of the vacancy or the vacancies is to be discussed, as follows:
- (i) the convocation will be accompanied by the nomination(s) submitted to the board; or
  - (ii) the convocation will be accompanied by a not binding proposal made up by the board based upon the nominations, with the information of all nominations which have been submitted to the board, unless a candidate (due to the proposal) has cancelled the nomination; the proposal must be accompanied by a motivation in writing; and/or
  - (iii) the convocation will be accompanied by a not binding proposal made up by the board, accompanied by a motivation in writing including the reason why a proposal has been made not being based on nominations.

**Termination of membership of the board – Retirement by rotation – Suspension.**

**Article 12.**

1. Each member of the board, also where appointed for a certain time, may be dismissed or suspended by the general meeting at any time. Any suspension which is not followed by a resolution to dismissal within three months, shall end by the elapse of that term.

Each member of the board shall retire at the latest six years after his appointment according to a rota of retirement. After making a minimum one-year break, the former board members (including the Chairs) could be elected again according to the rota of retirement described above. Someone who has been appointed in a premature vacancy, shall take his predecessor's place on the rota.

2. Membership of the board shall furthermore end:
  - (a) In respect of a member of the board who has been supported upon his nomination as a candidate by a member of the association, by termination of the membership of the association, provided that this is only the case if the board has submitted a proposal thereto to the general meeting and the general meeting has resolved to end the membership of the board.
  - (b) by resigning.

## **Representation**

### **Article 13.**

1. The association shall be represented in and out of court by the board. The authorisation to represent the association shall also accrue to the chairman and one of the other members of the board, when acting jointly.
2. The board shall be entitled to grant (limited) authority to one or more members of the executive committee to represent the association within the indicated limitations.

## **Annual report – Statement of receipts and payments.**

### **Article 14.**

1. The official year runs from the first of January up to and including the thirty-first of December.
2. The board shall be obliged to keep a record of the financial position of the association in such a manner, that its rights and obligations can be known out of it at all times.
3. The board shall submit its annual report to a general meeting within six months after termination of the official year, except in case of extension of this period by the general meeting and shall, upon submittance of a balance sheet and a statement of receipts and payments, render an account of the administration conducted during the past year. After termination of that period each member may claim this statement of receipts and payments from the board at law.
4. Every year the general meeting shall appoint from among the members an audit committee of at least two persons who may not be members of the board. The audit committee shall examine the statement of receipts and payments of the board and report hereon to the general meeting.

5. If the examination of the statement of receipts and payments requires special knowledge of accounts, the committee of investigation may appoint an expert as advisor. The board shall be obliged to furnish the committee with all the information desired, to show the cash and the assets, if so desired, and to grant inspection of the books and records of the association.
6. The instructions given to the audit committee may be revoked by the general meeting at any time, but only by the appointment of another audit committee.
7. The audit committee shall be obliged to keep the records referred to in the paragraphs 2 and 3 for a period of ten years.

### **General meetings.**

#### **Article 15.**

1. All the powers in the association which have not been entrusted to the board by law or by the articles, shall be vested in the general meeting.
2. Annually, at the latest six months after the end of the official year, a general meeting – the annual meeting – shall be held. In the annual meeting there shall be discussed inter alia:
  - a. the annual report and the statement of receipts and payments referred to in Article 14, with the report of the board there mentioned;
  - b. discharge of the members of the board with respect to the management during the concerned official year;
  - c. the appointment of the committee referred to in Article 14 for the next year;
  - d. filling of any vacancies;
  - e. proposals of the board or of the members, specified in the convocation to the meeting.
3. Other general meetings shall be held as often as the board deems such desirable.
4. The board shall furthermore be obliged to convene a general meeting at a term of no longer than four weeks at the written request of not less than such a number of members as is entitled to cast one-tenth part of the votes. If the request is not met within fourteen days, the applicants themselves may proceed to convene the meeting in accordance with Article 19.

### **Admission and voting right.**

#### **Article 16.**

1. Admitted to the general meeting shall be all members of the association, the member of the board who is not a member of the association, affiliates and all sponsors. Not admitted will be suspended members, subject to the provision of Article 7, paragraph 6, and suspended members of the board.
2. The general meeting shall decide on the admission of persons other than those

referred to in paragraph 1.

Each member of the association who is not suspended shall be entitled to one vote, provided that with respect to a resolution to appoint a member of the board A member may have his vote cast by another member, authorised thereto in writing.

### **Chairmanship – Minutes.**

#### **Article 17.**

1. The general meeting shall be presided over by the chairman of the association or by the vice-chairman. If the chairman and the vice-chairman are failing, the meeting itself will choose its chairman. Until that moment the eldest person present at the meeting shall act as chairman.
2. Minutes shall be kept of the proceedings at each meeting by the secretary or another person designated thereto by the chairman, which minutes shall be confirmed and signed by the chairman and the person who has kept them. The contents of the minutes or notarial minutes are brought to the knowledge of the members.

### **Resolutions of the general meeting.**

#### **Article 18.**

1. Insofar as the articles or the law do not provide otherwise, all resolutions of the general meeting shall be adopted by an absolute majority of the votes cast.
2. Abstentions shall not be counted as votes.
3. In case of equal votes on a proposal that does not concern persons, the proposal shall be deemed to have been rejected.
4. All votings shall be taken orally. The chairman is however entitled to decide a vote by a secret ballot. If it concerns an election of persons, also a person present at the meeting and entitled to vote can demand a vote by a secret ballot. Voting by ballot takes place by means of closed, unsigned ballot papers. Adopting resolutions by acclamation shall be possible, unless one of the persons entitled to vote desired a poll.
5. An unanimous resolution of all members, also if they are not together in a meeting, shall, provided that it is adopted with the prior knowledge of the board, have the same effect as a resolution of the general meeting.
6. As long as all members are present in person or represented by proxy at a general meeting, valid resolutions may be adopted, provided that they are adopted unanimously, on all subjects coming up for discussion – therefore also on a proposal to amend the articles or to dissolve – also if no convocation has been sent or the convening has not been effected in the prescribed manner or any other prescription in respect of the convening and holding of meetings or a formality connected therewith has not been observed.



## **Convening the general meeting.**

### **Article 19.**

1. The general meeting shall be convened by the board. Convening shall take place in writing. The convocation shall be sent at the addresses of the persons and organisations entitled to attend the general meeting, with respect to members at the addresses as recorded in the register of members referred to in Article 4. The term for convening shall be at least seven days and in case the general meeting has to adopt a resolution to appoint a member of the board the term of convening shall be at least 28 days.
2. The convocation shall contain the subjects to be discussed, without prejudice to the provisions of the Articles 21 and 22.

## **Council.**

### **Article 20.**

The general meeting is entitled to establish a council in order to represent the interest of all members. The duties and the authorisations of the council shall be put down in written regulations.

## **Alteration of the articles.**

### **Article 21.**

1. The articles of the association can be amended only by a resolution of the general meeting, which has been convened with the statement that an amendment of the articles will be proposed in that meeting.
2. Those who have convened the general meeting to discuss a motion to amend the articles, shall, at least five days before the meeting, deposit a copy of such motion containing the verbatim text of the proposed alteration at a place appropriate for that purpose for inspection by the members, until the end of the day on which the meeting is held. Moreover, a copy as referred to above shall be sent to all members.
3. A resolution to amend the articles shall require at least two-thirds of the votes cast in a meeting in which at least two-thirds of the members are present in person, online or represented by proxy.

If two-thirds of the members are not present or represented, a second general meeting is to be convened within five months after the first meeting, with due observance of the term of convening as referred to in article 19 paragraph 1., at which second meeting the resolution as discussed in the first meeting, can be passed with at least two-thirds of the votes cast, but irrespective of the number of members present or represented at the second meeting.

4. An alteration of the articles shall become effective only after a notarial instrument has been drawn up thereof. Each member of the board shall have power to execute the instrument.

## **Dissolution.**

### **Article 22.**

1. The association may be dissolved by a resolution of the general meeting. The provisions of the paragraphs 1, 2 and 3 of the preceding article shall apply accordingly.
2. After dissolution, the board shall be charged with the liquidation.
3. The balance remaining after liquidation shall be divided among those who were members at the time when the resolution to dissolve was adopted. Each of them shall receive an equal share. However, the resolution to dissolve may also specify another destination for the balance.
4. The liquidation shall otherwise be subject to the provisions of Title 1, Book 2 of the Civil Code.

## **By-laws and regulations.**

### **Article 23.**

1. The general meeting may formulate regulations.
2. The by-laws, the board regulations or any other regulation may not be contrary to the law, also where it has no obligatory force, nor to the articles. Regulations may not be contrary in their mutual relation.

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably differences may occur in translation, and if so, the Dutch text will govern.