

STATUTES

EUROPEAN FEDERATION OF GREEN ROOF AND LIVING WALL ASSOCIATIONS - EFB

§ 1 NAME, REGISTERED OFFICE, FINANCIAL YEAR

1. The name of the association is: EUROPEAN FEDERATION OF GREEN ROOF AND LIVING WALL ASSOCIATIONS, Abbreviated to “EFB”.
2. The seat of the Federation is Vienna, Austria.
3. The financial year (accounting year) of the Federation shall be the calendar year.

§ 2 PURPOSE AND ACTIVITIES OF THE ASSOCIATION

The purpose of the EFB is to promote the greening of buildings in Europe (green infrastructure and nature-based solutions on buildings and structures) and to promote national associations and organisations involved in this sector.

The purpose of the association is to be achieved through the following activities:

1. Development of a European partner network of national associations and organisations for the greening of buildings;
2. Exchange and cooperation with organisations with similar objectives;
3. Organisation of meet-ups, webinars, workshops, congresses, lectures, seminars, conferences and other events for the exchange of information and experience as well as for further training; participation in events on the subject of greening buildings

4. Public relations work
5. Support for national associations and organisations in the preparation and implementation of transnational events on the greening of buildings
6. Research and development work, in particular participation in subsidised research projects
7. Actively supporting and providing impetus for innovations and research and development projects
8. Promoting the training of young talents and the mutual exchange of qualified experts
9. Cooperation with public organisations, scientific institutions and other stakeholders
10. Preparation and sharing of publications and market reports
11. Collection and disseminating scientific findings and publications
12. Representing the interests of members at EU level (lobbying)

§ 3 MEANS TO ACHIEVE THE PURPOSE OF THE ASSOCIATION

The necessary material resources are to be raised through:

- a. Membership fees
- b. Income from events and publications
- c. Income from contracts in the area of the association's activities
- d. Grants and subsidies
- e. Donations, bequests and other contributions
- f. Advertising revenue and sponsorships

The activities of the EFB are not for profit (non-profit). All income and proceeds are to be dedicated to the purpose of the association.

§ 4 ACQUISITION OF MEMBERSHIP

1. The membership is open to associations, federations and other organisations dedicated to the promotion of greening buildings.
2. Applications for membership must be addressed in writing to the Board and submitted to the Association Secretariat. The Board may lay down rules on the form and content of the application.
3. The Board decides on the admission of members. The Board may also submit an application for membership to the Annual General Meeting for a decision. It must submit the application to the Annual General Meeting if it rejects an application for membership and the applicant for membership requests this.
4. The association has ordinary and extraordinary members. Ordinary membership requires,

- a. that the member applicant has its registered office in a European country, whereby 'European' refers to the geographical area of Europe and not to the European Union; and
- b. that the member applicant is a leader in the promotion of greening of buildings in its country of domicile. The leading position is to be assessed according to the number of persons and/or companies represented by the member applicant; furthermore, according to the scope and significance of the activities of the member applicant in the field of greening of buildings

For extraordinary membership, only the requirements under point 1 must be met.

5. Only one organisation from each European country may acquire ordinary membership. If several members or applicants for membership from the same country lay claim to ordinary membership, the members / applicants for membership concerned shall first reach an agreement. The result of such an agreement shall be taken into account in the decision on the granting of ordinary membership; however, it is not binding.

The Board shall decide on the granting of ordinary membership in the case of several applicants. The Board may also submit the issue to the Annual General Meeting for a decision. It must submit it to the Annual General Meeting if an affected member or applicant does not agree with the decision of the Board and requests that it be submitted to the Annual General Meeting. The decision of the Board is legally valid until a decision is made by the Annual General Meeting.

The Board offers the extraordinary membership to the 'remaining' member, the board may offer the extraordinary membership to the membership applicant.

§ 5 CANCELLATION OF MEMBERSHIP

1. Membership shall expire:
 - a. by the dissolution of a member
 - b. by termination of membership by mutual agreement
 - c. by the resignation of a member;
 - d. by the cancellation of membership by the EFB;
 - e. by the expulsion of a member by the EFB.

2. Termination of membership by mutual agreement is possible at any time. The executive Board is responsible for termination by mutual agreement.
3. The resignation of a member is only possible at the end of the financial year. It must be notified to the Executive Board by 30 June of the current year at the latest (receipt) by registered letter or email with proof of delivery.
4. The executive Board may terminate a membership if a member is more than 6 weeks in arrears with its membership fees or other payments to the Association despite at least two written reminders. Cancellation must be made in writing and with 4 weeks' notice via registered letter or Email with proof of delivery. If the member pays all outstanding amounts within the cancellation period, the cancellation becomes invalid.
5. A member may be expelled:
 - a. if the member obstructs the activities of the EFB,
 - b. damages the reputation of the EFB
 - c. the member violates the EFB's catalogue of values
 - d. if the member does not fulfil its obligations to the EFB (with the exception of payment obligations - point 4 applies to these).

Expulsion requires that the member continues their behaviour despite a written warning from the Board. The Board decides on expulsion with a majority of 2/3 of the votes.

The expelled member must continue to pay their membership fee until the end of the current financial year. The same applies to all other payments that are due by the end of the current financial year.

6. Voluntary or compulsory withdrawal from the EFB does not give rise to any claims to the EFB's assets or parts thereof.

§ 6 MEMBERSHIP FEES AND OTHER PAYMENTS BY MEMBERS

1. Ordinary and extraordinary members are obliged to pay membership fees. The membership fees are set out in a membership fee schedule, which the Annual General Meeting adopts annually on the proposal of the Board with a majority of 2/3 of the votes present.
2. If the membership fee regulations stipulate that membership fees shall be based on the financial capacity of the members, the members shall submit their most recent statutes, balance sheets, income and expenditure accounts or other suitable documents on their financial management to the Board upon request.
3. The contributions must be paid to the EFB by 1 July of the contribution year at the latest.
4. Members may undertake to make other payments to the EFB (e.g. contributions to project-related investments).

§ 7 RIGHTS AND OBLIGATIONS OF MEMBERS

1. Every member has the right to participate in the Annual General Meeting as well as the right to propose activities, be heard and vote at the Annual General Meeting in accordance with the provisions of these Statutes of Association.
2. Members are entitled to participate in all EFB events and to use the EFB's content structures
3. Every member is entitled to request that the Board provides them with the current Statutes of Association
4. At least one tenth of the members may
 - a. demand that the Board convene an Annual General Meeting,
 - b. demand that the Board include additional items on the agenda for the Annual General Meeting
 - c. request an activity report and / or a financial report from the Board at any time within 4 weeks
5. Each ordinary member has the right to delegate one representant to the Board
6. Members are obliged to promote the interests of the EFB to the best of their ability and to refrain from doing anything that could damage the reputation of the EFB and hinder the realisation of the association's purpose. They must observe and comply with the Statutes of Association and the resolutions of the Association's bodies.
7. The members recognise the EFB's catalogue of values adopted by the General Assembly and undertake to act in accordance with its principles. This applies both within and outside the Association.
8. Members are obliged to deliver documents on time (see § 6, para. 2) and to pay membership fees and other financial contributions on time.
9. Members shall, at the request of the EFB, submit their statutes in the currently valid version and original language.

§ 8 ORGANISATION OF THE EFB

The bodies of the EFB are:

- 1) the Annual General Meeting (cf. § 9,10)
- 2) the Board (cf. § 11,12)
- 3) the auditors (cf. § 10)
- 4) the Court of Arbitration (cf. § 13)

§ 9 ANNUAL GENERAL MEETING

1. The Annual General Meeting is the meeting of the members of the Association. It can take place as a physical meeting, a virtual meeting or a hybrid meeting. The Executive Board shall decide on the type in each individual case. If there is to be a virtual participation option, members must be able to participate in real time (visually and acoustically). However, the members themselves are responsible for providing the technical requirements for participation on their side of the connection.
2. If a meeting is held virtually or hybrid, the virtual part can be held as a simple virtual meeting or as a moderated meeting. The Executive Board decides on the type. In the case of a simple virtual meeting, participants can join in at any time to speak; in the case of a moderated meeting, they are authorised by the chair of the meeting upon request
3. The Annual General Meeting is convened by the Executive Board. The convening notice must state the agenda and (if provided for) the technical and organisational requirements for virtual participation. It must be sent to the last e-mail address provided by the members at least 8 weeks before the date of the Annual General Meeting (dispatch date).
4. A general meeting must be held at least once a year (ordinary general meeting).
5. The Annual General Meeting shall be chaired by the President or his/her deputy.
6. 10% (or more) of the Members may request an addition to the agenda up to four weeks before the meeting. The request for additions must be addressed to the Board and submitted to the Association Secretariat; the Board must immediately forward the additional agenda items to the other members of the Association.
7. Each ordinary member may nominate up to three delegates to represent them at the Annual General Meeting. Ordinary members have one vote for each delegate nominated - i.e. up to three votes in total.
8. The extraordinary members elect a delegate to represent them at the Annual General Meeting. This delegate has one vote.
9. All delegates must be notified to the Board of Directors in writing by the beginning of the meeting at the latest.
10. If a delegate behaves in a grossly improper manner during the meeting despite a warning from the chair of the meeting, blocks requests to speak, discussions or votes or otherwise obstructs the meeting in an unacceptable manner, the chair of the meeting may exclude the delegate from participation. An excluded delegate may appoint another delegate present to represent him/her.
11. A nominated delegate may be represented at the General Meeting and vote by another delegate who is present.

The representative must be notified in writing at the latest at the beginning of the Annual General Meeting and present a written authorisation in the event of any other loss of the right to attend and vote.

12. The General Meeting shall constitute a quorum if it has been duly convened and at least half of the ordinary members are present. A member is present if at least one delegate for the member is present or duly represented by another delegate. After one hour of adjournment, the Annual General Meeting is quorate regardless of the number of members present.

13. Resolutions are passed by a simple majority of the votes present, unless otherwise provided for. Abstentions shall be regarded as votes against.

14. The following resolutions must be passed with a majority of 2/3 of the votes present:

- a. Amendments to the Statutes of Association
- b. Admission of a member and decision on membership status (ordinary or extraordinary membership)
- c. Catalogue of values
- d. Membership fee regulations and all other matters involving members' payment obligations
- e. Appointment of a managing director and definition of rules of procedure for his/her activities; 'managing director' means an authorised manager who coordinates and handles the administrative/financial affairs of the EFB.
- f. Dissolution of the EFB

§ 10 TASKS OF THE ANNUAL GENERAL MEETING

A.) The tasks of the Annual General Meeting are:

1. To discharge the members of the Board
2. Adoption and approval of the annual accounts and the regular budget.
3. Passing resolutions on all matters of fundamental importance to the EFB. The General Meeting may define a catalogue of such matters.
4. To pass resolutions on all matters which are assigned to it for decision in these Articles of Association or which the Board submits to it for decision.

B.) Minutes of the General Meetings shall be prepared and sent to all members within 5 weeks; the minutes shall be confirmed at the next meeting.

§ 11 THE BOARD

1. The Board is the governing body of the Association. It must have at least two members. Each full member of the Association has the right to delegate a representative to the Board.
2. The members of the Board elect a President and at least four Vice Presidents from among their number. Together they form the so-called 'Executive Board'. Members of the Executive Board continue to have a seat and vote on the Board.
3. The Executive Board manages the day-to-day business of the Association and represents the Association in all matters, whereby two members of the Executive Board are jointly authorised to sign.
4. The Board shall decide on matters outside the day-to-day business. The Board may define matters or types of matters reserved for its decision in rules of procedure. Matters that are to be decided by the Annual General Meeting in accordance with these Articles of Association must be submitted to the Annual General Meeting.
5. The Board shall pass its resolutions verbally at a meeting or in writing by way of circulation. Meetings shall be convened by the President with a notice period of 8 weeks (dispatch date) and announcement of the agenda.
6. If a member of the Board is unable to attend a meeting, the delegating member of the Association may nominate a deputy in writing.
7. The Board is quorate if at least half of the members with voting rights are present. Resolutions are passed by a simple majority of the votes present; in the event of a tie, the President has the casting vote.
8. The term of office of the members of both the Board and Executive Board is 2 years. The reappointment of the same representative to the Board is possible without restriction. The same applies to the re-election of members of the Executive Board.
9. If a member of the Board resigns before the end of the term of office, the member country concerned shall appoint a new representative. If a member of the Executive Board resigns, the board elects a successor. As long as the Board has not yet elected a new President or Vice-Presidents, the current functionaries remain in office.

§ 12 TASKS OF THE BOARD

1. The Board manages the Association. It implements the resolutions of the Annual General Meeting and implements measures to achieve the purpose of the Association or proposes such measures to the Annual General Meeting.
2. The Board shall submit an activity report and a financial report to the members at the Annual General Meeting. At the request of at least 10% of the

Association's members, it shall also report on the Association's activities and finances outside the Annual General Meeting.

3. The Board shall set up an accounting system appropriate to the Association's activities. It shall keep regular records of the Association's income and expenditure. Within 5 months of the end of an accounting year, the Executive Board shall draw up a statement of income and expenditure and a statement of assets and liabilities and submit these to the auditor. It shall report the results of the audit to the members of the Association at the Annual General Meeting.
4. The members of the Board shall make their working hours available to the Association free of charge. However, if activities are required that go beyond the basic tasks of the Association's management, this time may be reimbursed. Such activities include, for example, technical assistance in the implementation of projects, in particular subsidised EU projects. The reimbursement of costs is regulated in a separate internal association guideline.
5. The members of the reduced Executive Board can be granted an expense allowance for administrative work upon justified request. The Board decides on this by simple majority, whereby the member of the Board submitting the request has no vote.

§.13 THE AUDITORS

1. The Annual General Meeting appoints two auditors, who may not be members of the Board. The auditors audit the accounts of the Board. They report to the members at the Annual General Meeting on the results of the audit.
2. The term of office of the auditor is one year. Re-election is only possible once in direct succession.

§.14 THE ARBITRAL TRIBUNAL

1. The association's internal arbitration court is appointed to settle all disputes arising from the association relationship. It is a 'conciliation body' within the meaning of the Associations Act 2002 and not an arbitration tribunal in accordance with §§ 577 ff ZPO.
2. The arbitration tribunal shall be composed of three representatives of the ordinary members of the Association. Arbitrators may not belong to any body - with the exception of the general meeting - whose activities are the subject of the dispute. They may also not be personally involved in the dispute that is the subject of the arbitration proceedings.
3. Anyone wishing to avail themselves of the arbitration tribunal's services must first submit a request to the Executive Board in writing to nominate an

arbitrator. In doing so, they must identify the other party to the dispute and briefly describe the subject matter of the dispute. The Executive Board shall then request the other party to the dispute within seven days to nominate an arbitrator within 14 days. In doing so, he forwards the description of the dispute to the other party to the dispute. As soon as the second arbitrator has also been nominated, the two arbitrators shall select a third arbitrator within a further 14 days of being requested to do so by the Executive Board. This arbitrator is also the chairman of the arbitration tribunal.

4. The arbitration tribunal shall reach its decision by a simple majority of votes after hearing both sides and in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions are final within the Association.

§ 15 DISSOLUTION OF THE EFB

1. The dissolution of the EFB can be decided by the General Meeting at the request of the Executive Board. The resolution requires a majority of 2/3 of the votes present.
2. After dissolution of the Association, the Association shall be wound up. The liquidators shall be the members of the Executive Board if the General Meeting does not appoint another person(s) as liquidator(s).
3. If any assets of the Association remain after all outstanding liabilities have been settled and all assets have been realised, they shall be transferred to another organisation that pursues the same or similar objectives as the Association (green infrastructure / nature-based solutions). The organisation must not be profit-oriented.

If such an organisation cannot be found, existing assets must be transferred to social welfare.

§ 16 VALUE CATALOGUE

The Annual General Meeting adopts a catalogue of values that is binding for all members. This catalogue should include the following points, among others:

- a. Respect
- b. Democracy
- c. Gender equality
- d. Sustainability

Violations of the catalogue of values can lead to the exclusion of a member (see § 5 point 5).