

# “ECO Platform”

Association Internationale Sans But Lucratif  
Boulevard du Souverain 68, Box 1, 1170 Bruxelles

## AMENDED STATUTES

### I. NAME, REGISTERED OFFICE, AIMS

#### Article 1: Name

“ECO Platform”, hereafter referred to as “The Association”, is hereby constituted and incorporated as an International Non-Profit Association, in accordance with the Belgian law of 27 June 1921 (Title III).

#### Article 2: Registered Office

The Association has its registered office in Belgium, Boulevard du Souverain 68, Box 1, 1170 Brussels.

It may be transferred to any other location in Belgium by simple decision of the Board of Directors, published in the *Annexes au Moniteur Belge*.

The Association is constituted for an indefinite period. In case of dissolution, article 11.2 shall apply.

#### Article 3: Aims

The Association is a non-profit organization.

##### 3.1 The objectives

The aim of the Association is to promote and to contribute to the sustainable development, including a low-carbon economy and resource efficiency in the construction sector, by coordinating the development of consistent EPD (Environmental Product Declarations) programmes in Europe and stimulating the use of a common implementation of the EPD methodology for the European market which will lead to mutual recognition of EPDs between EPD programmes.

The Association aims to facilitate and coordinate the agreement for a common implementation of EPDs for construction products among EPD Programme Operators for their mutual benefit in order to:

- Ensure an optimal use of the CEN TC350 standards for EPD in existing EPD programmes within the construction sector;
- Provide a level playing field in the marketplace for all manufacturers;

The Association will support the provision of unbiased credible and scientifically sound information in form of a type III Environmental Product Declaration (EPD) for construction products in form of a European-wide accepted Core-EPD.

The Association is aiming for being widely visible and recognized as the benchmark for EPD Programme Operators in Europe.

### 3.2 How to achieve the objectives

The above objective will be achieved by undertaking the following steps:

- develop a common EPD Core System for construction products based on ISO 14025
- develop content of EPD according to EN 15804 develop a common European EPD format based on the standards
- develop a common quality management and verification procedures leading to mutual recognition across regional borders

## **II. MEMBERSHIP**

### **Article 4: Categories of Members**

#### 4.1 Full and Supporting Members

##### (1) Full Members

A full membership in the Association is reserved to any EPD programme operator, which has committed itself to support the objectives of the Association and which is legally constituted pursuant to the laws and customs of its country of origin. The EPD programme operator may not exclude any construction product category from its programme. Additional requirements to become a Full Member may be set out in the Internal Regulations as provided in article 11.1 herein.

##### (2) Supporting Members

The Association may decide to establish as appropriate, categories of "Supporting Members". Supporting Members can be interested parties, which are considered to contribute usefully and effectively to the primary objective of the Association as set forth in the present statutes. The Supporting Members will have to fulfill the requirements defined in the Internal Regulations as provided in article 11.1 herein.

Supporting members will have no voting right whatsoever. They will not be liable for any debts or obligations of the Association. They will be invited to participate in selected activities about matters that concern their field of expertise and to attend the general assembly but with a consultative vote only.

#### 4.2 Admission of new Members

Applications for admission to the Association shall be submitted to the Managing Director. An application is only possible as a Supporting Member. To become a Full Member the compliance with requirements is to be documented as described in the Internal Regulations and the Audit Guidelines of the ECO Platform.

The Board of Directors decides what information should be included in the applications for membership. It examines applications and decides whether the applicants meet the criteria for admission. If so, the applications are then submitted to the General Assembly for decision.

The admission of an applicant as a Full Member shall be decided by the General Assembly with a two-thirds majority in accordance with article 8.5 regarding the quorum.

The admission of an applicant as a Supporting Member shall be decided by the General Assembly by simple majority in accordance with article 8.5 regarding the quorum.

The decisions of the General Assembly on the admission of new members shall be final and no reasons for a rejection need to be given. Organisations may, however, reapply again in the future should they be rejected.

#### 4.3 Withdrawal and exclusion of Members

Any Member (Full or Supporting) of the Association may withdraw as a member for the following year without giving reasons provided that he gives notice at the latest on September 30 of the running year, given by registered letter with advice of receipt to the Managing Director. This allows the association to better control its budget for the following year. Members who have not given notice before that date that they want to terminate their membership stay on until the end of the following year and must pay their membership for the full year.

A member (Full or Supporting) can be excluded from the Association by the General Assembly, with a two-thirds vote (excluding the vote of the member concerned):

- 1) If such a member fails to comply with the membership obligations,
- 2) If the member acts in violation of the law, the statutes, the decisions of the General Assembly or more generally the general interest of the Association
- 3) If the member engages in practices which might engage the Association's civil or criminal liability,
- 4) If the member has been declared bankrupt or insolvent

A member whose exclusion is proposed will be heard by the Board of Directors before a final decision is made. The exclusion is proposed by the Board of Directors to the General Assembly.

Any member who ceases to be part of the Association, for whatever reason, shall have no right to any part of the assets of the Association or to any refund of membership fees.

#### 4.4 The Members' main obligations

The Members' main obligations are:

- 1) To cooperate to the best of their ability in the achievement of the Association's goals,
- 2) To refrain from all activities contrary to these statutes or which may jeopardize the achievement of the Association's objectives,
- 3) To pay the membership fees determined by the General Assembly.

#### **Article 5: Liability**

Members are liable for the debts and obligations of the Association only to the extent of funds or assets contributed or otherwise made available to the Association. Any commitment entered into by the Association in its name shall be binding upon the Association and shall not create any legal rights or obligations which may extend to its Members.

#### **Article 6: Membership Fees**

Membership fees of full and supporting members shall be decided annually by the General Assembly with a two-thirds vote in accordance with article 8.5 regarding the quorum, on the basis of the annual budget that has been approved for the following year.

### **III. ORGANISATION AND FUNCTIONING**

#### **Article 7: Governing bodies of the Association**

The affairs of the Association shall be conducted by:

- a General Assembly
- a Board of Directors
- a Managing Director

#### **Article 8: General Assembly**

8.1 The General Assembly is the governing body of the Association. It consists of all Full Members.

8.2 Each Full Member will have one vote at the General Assembly. However, since in its decision making, the Association strives to maintain an overall balanced representation between the European countries, a balanced voting procedure will be used when in some countries more than one Full Member are admitted for membership.

8.3 The balance voting procedure implies that the Full Member(s) originating from one country, who has/have less votes than the Full Members from another country, will be granted compensational vote(s) so that votes originating from members from one country cannot exceed the number of votes originating from members from other countries.

A Supporting Member will have no voting right whatsoever.

The General Assembly shall be convened at least once a year by the President of the Association.

The General Assembly has the exclusive power to make the following decisions:

- Approval or exclusion of members;
- Appointing and removing members of Board of Directors;
- Appointing and removing the President, Vice-President and Treasurer;
- Amending the statutes;
- Approving the annual budget and the financial accounts of the Association;
- Discharging the Board of Directors from its responsibilities of the previous financial year;
- Dissolving the Association;
- Any other decisions specifically entrusted to the General Assembly pursuant to these statutes.

8.4 Extraordinary meetings of the General Assembly may be called at any time by the President of the Association, and must be called within one month upon receipt of a request made in writing to the Managing Director by at least half of the members of the General Assembly.

8.5 Notice of the annual meeting and of any extraordinary meeting, together with a copy of the agenda, shall be sent by the President of the Association to all members at least a month before the date of the proposed meeting, by e-mail except in cases of urgency as set out in article 8.8. If the object of the meeting is to amend the statutes, the agenda and all accompanying documents must be sent one month before the date of the proposed meeting.

8.6 The quorum for any meeting of the General Assembly shall consist of at least half of the members. Except where these statutes state otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the members present or represented. If the quorum is not reached, a new General Assembly will be called, which will validly and conclusively decide upon the points on the agenda, irrespective of whether or not the quorum is reached. In the event of deadlock, the resolution shall be deemed to be rejected by the General Assembly.

8.7 The Association will keep a register at its main office containing the minutes of each General Assembly.

All decisions of the General Assembly will be recorded. Minutes will be signed by the President of the Association and the Managing Director.

8.8 In case of urgent matters, which necessitate a rapid decision in the interest of the Association, as well as for the approval of the annual budget the Board of Directors can invite the General Assembly to vote by email. Only the Board of Directors shall be able to appreciate the urgent character of the situation. The same quorum and voting requirements apply as set forth in articles 8.2 and 8.5.

8.9 The General Assembly may decide to set up Working Groups that will deal with specific Association related topics, which have been assigned to them by the Board of Directors. These Working Groups may create Task Forces for elaboration of special issues. Working Groups and Task Forces will be governed by the Association's Internal Regulations and will have no right to legally engage the Association.

#### **Article 9: Board of Directors**

9.1 The Board of Directors shall be composed of minimum four and maximum seven members. Full Members will be entitled to appoint up to four Directors, who are representatives of Full Members. Supporting Members will be entitled to appoint up to three Directors, who can be representatives of Full or Supporting Members

9.2 Directors shall hold office for a period of three years. Their mandate can be renewed once. Directors who previously served as member of the Board during two consecutive terms can be appointed again after a one-year waiting period.

In exceptional situations, the General Assembly may, with a two-thirds majority, allow Directors to serve a further term. The General Assembly shall take such decision at its sole discretion, taking into account the Associations' interest.

9.3 The Board of Directors has a President, a Vice-president and a Treasurer. The President, the Vice-President and the Treasurer shall hold office for one year. Their mandate can be renewed indefinitely. The President of the Board of Directors serves as President of the Association. The President will always be a representative of a Full Member.

The Vice-President shall replace the President whenever necessary. Also, should the President cease to hold office for whatever reason, the Vice-President shall act as President until a new President is appointed. A new President can only be appointed by the General Assembly.

9.4 If for any reason a member of the Board of Directors shall cease to hold office as such at any time between meetings of the General Assembly, the Board of Directors is entitled to nominate a person of its choice to replace that individual for the rest of his or her term of office.

A member of the Board of Directors shall automatically cease to hold office if he or she ceases to be part of the organization to which he or she belonged or whom she or he represented at the moment of his or her appointment.

The General Assembly will have to ratify the appointment of a new member at the following meeting.

9.5 The Board of Directors is responsible for the overall direction and management of the interests of the Association and for making all decisions not specifically reserved to the General Assembly by these statutes. It shall ensure the proper implementation of the decisions of the General Assembly.

The Board of Directors is responsible for proposing changes to the General Assembly regarding the Association's statutes when this is in the interest of the Association.

The Board of Directors submits the budget, accounts and reports on the strategy and the annual work program of the Association to the General Assembly.

The Board of Directors is responsible for the appointment, dismissal, remuneration and other benefits of the personnel of the Association and of consultants with whom the Association may wish to collaborate.

The Board of Directors is responsible for appointing the Managing Director.

Except for matters of routine administration, the Association will be legally represented by the President (or in his absence by the Vice-President) and one other member of the Board of Directors, including when engaging the Association in legal proceedings as a defendant or as a claimant.

9.6 The Board of Directors shall be convened by the President or by the Vice-President, when necessary, by e-mail.

It shall be regularly convened if at least half of all Directors are present or represented.

9.7 The Board of Directors shall take its decisions in a collegial manner. In case no consensus can be reached on one or more issues and a vote is necessary, decisions will be taken with a simple majority vote. All representatives have one vote. In case of a deadlock, the vote of the president counts twice.

A Director may be represented by another Director or by an individual of the organization to which he or she belongs. No one can carry more than two proxies.

9.8. The Association will keep a register at its main office containing the minutes of each meeting of the Board of Directors.

#### **Article 10: Managing Director**

The Managing Director will be appointed by the Board of Directors. He or she will be responsible for the effective day to day management of the Association.

He or she will ensure that proper records are kept of all meetings of the General Assembly and of the Board of Directors, he or she will organise and direct the general secretariat of the Association, and he or she will represent the Association alone in matters of routine administration within the limits set by the Board of Directors.

The Managing Director will have the power to engage the Association, within limits set by the Board of Directors.

#### **IV. AMENDMENTS TO THE STATUTES, INTERNAL REGULATIONS AND DISSOLUTION**

##### **Article 11**

11.1 The present statutes can be amended at any time by the General Assembly, at an annual meeting or at an extraordinary meeting, convened by the President of the Association for that purpose. No amendment shall be adopted by the General Assembly unless at least half of the members are present or represented, and unless the modification is approved by a majority of at least three quarters of votes.

However, if less than half of the members of the Association are present or represented at the General Assembly, a new General Assembly shall be convened under the same conditions, to definitely and validly decide on the proposed amendments by a majority of three quarters of votes even if the quorum is not reached again.

Amendments to the statutes will not take effect until approved by the competent Authorities under Article 50 § 3 of the Law and until they have been publicised in the *Annexes au Moniteur Belge* in accordance with Article 51 § 3 of the Law of 27 June 1921.

If the General Assembly deems it necessary, it shall have the right to specify the functioning rules of the Association in Internal Regulations and Audit Guidelines. When joining the Association, each Member will be bound by them.

11.2 The rules of article 11.1 above will also be applicable in the case of a proposed dissolution of the Association. In that case the General Assembly shall determine the modalities of dissolution and liquidation of the Association.

The assets remaining after liquidation will be attributed to an organisation with a non-profit goal.

## **V. ANNUAL ACCOUNTS AND BUDGETS**

### **Article 13**

The Managing Director will keep a record of receipts and expenditures of the Association.

The Board of Directors shall submit to the General Assembly the audited annual accounts of the past year. The annual budget may be approved by email-voting in an extraordinary General Assembly as stated in Article 8.8 to get the budget approved before the start of each year.

### **Article 14**

The Financial year of the Association shall be the calendar year.

## **VI. MISCELLANEOUS**

### **Article 15**

The official language of the Association will be the French language. The working language of the Association will be the English language.

### **Article 16**

Matters not covered by these statutes, including publications in the *Annexes au Moniteur Belge*, will be governed by the provisions of the law of 27 June 1921.