



# Articles of Association

March 2021

# **TITLE I – NAME, REGISTERED OFFICE, OBJECT, TERM**

## **Article 1. – Name**

**1.1.** The name of the Association shall be “ENVIRONMENTAL COALITION ON STANDARDS” abbreviated “ECOS”.

Hereinafter referred to as the Association.

**1.2.** The Association is an international non-profit association and is governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

## **Article 2. – Registered office**

**2.1.** The registered office of the Association is currently set at Mundo-B, Rue d'Edimbourg 26, 1050 Brussels, Brussels-Capital Region (Belgium).

**2.2.** To the full extent permitted by law, the registered office can be moved to another location in Belgium pursuant to a decision of the Executive Committee to be published in the Annexes to the Belgian Official Gazette. In such case, the Executive Committee is entitled to establish the coordinated version of the Articles of Association and to file it with the Commercial Court.

## **Article 3. – Purpose and Object**

**3.1.** The Association is an international, non-profit association of a scientific and educational nature with no political affiliation.

The objective of the Association is to represent the environmental interest in the development of standards, legislation and environmental policy at the national, multilateral (including European) and international level. This includes working on standards mandated by international bodies, for example the European Commission, United Nations Economic Commission for Europe (UNECE).

The standards concerned are those developed in recognised standardisation organisations and processes, including but not limited to International Organization for Standardization (ISO) and the International Electrotechnical Commission (IEC).

To reach this objective, the Association will work:

- to represent and coordinate the contribution of its members at technical and decision-making level to ensure their standards include the strongest possible environmental requirements on environmental issues that include but not be limited to climate change, sustainable design, production, use and disposal of products and services;
- to contribute to the improvement of consumer choice by ensuring that only environmentally friendly products are available and that clear information is provided to guide consumers towards the best performing ones at all times;
- to represent its members to governments, decision-makers and influencers in the development of environmental policy and laws at the international, multilateral, and

national level, including undertaking research and collaborative campaigns;

- to cooperate with national, multilateral, and international bodies and organisations which develop, use or interact with standards to communicate environmental information to businesses and or consumers;
- to disseminate information about the environment and relevant standardisation and political developments;
- to promote the capacity for the active involvement and coordination of environmental organisations in standardisation;
- to promote the appropriate use of standards in support of environmental policies and legislation.

**3.2.** The Association may, in the direct or indirect furtherance of its object, acquire any real or personal property, enter into contracts, accept acts of liberality, sell, mortgage, grant liens on its assets, transfer any property, get interested or participate in other organisations having the civil personality and pursuing a similar object in accordance with legal provisions, these Articles of Association and any amendment hereto.

## **Article 4 – Term**

**4.1.** The Association is constituted for an unlimited period of time.

## **TITLE II – MEMBERSHIP**

### **Article 5. – Categories of Members**

**5.1.** The Association is composed of two member categories: full members and associate members.

The Association shall consist of at least two full members. Only full members have the right to vote.

**5.2** Full members are environmental non-governmental organisations or profit-for-purpose legal entities which meet all three following conditions:

- a) are legal entities or a consortium of legal entities in their own right, registered in countries whose national standardisation bodies are members of an international standardisation body or from a country whose National Standardisation Body is eligible to join ISO or the IEC;
- b) carry out their activities on a continuous basis, independent of any commercial, industrial or party political influence or interest,
- c) demonstrate through their statutes and practice that:

- a main objective is to preserve, promote, defend and/or study environmental interests, with, in the latter case, the goal of advancing environmental protection;
- they have a national, regional or supranational outreach;
- they work in one or more areas of environmental interest;
- Profit-for-purpose organisations reinvest their surplus in a socially and environmentally conscious way.

**5.3.** Associate members are organisations meeting all criteria of 5.2 and which are willing to provide a representation mandate to the Association without being involved in its decision-making. An international organisation can also apply providing it meets all criteria under 5.2.

**5.4.** The Secretariat keeps a Register of members in accordance with the Companies and Associations Code.

## **Article 6. – Application**

**6.1.** The application for admission as full or associate member is addressed in writing to the Secretariat of the Association.

**6.2.** In order for the request to be considered by the Executive Committee, the applying organisation shall provide at least the following documents:

- The relevant application form duly completed and signed,
- The Articles of Association.

Profit-for-purpose organisations should at no time constitute more than one third of full members. A Guidance Document approved by the Executive Committee will set out the exact process for their approval as members.

## **Article 7. – Admission**

**7.1.** The Executive Committee considers the application at the first meeting following the receipt of the application and decides by a simple majority of valid votes.

The admission of new members will be sovereignly decided by the Executive Committee. Its decision does not have to be motivated and cannot be appealed. The outcome is brought to the knowledge of the candidate by a simple letter or email. Only the Executive Committee is competent to accept or reject new member applications to the Association.

**7.2.** Non-admitted candidates may represent themselves again one year after the date of the refusal.

## **Article 8. – Rights and obligations of members**

**8.1.** Any approved member shall automatically comply with the Articles of Association and the Internal Regulations enacted in accordance with the Articles of Association. In addition, members will recognise the Association's policies and will commit not to work against the Association's objectives.

**8.2.** The rights of members are differentiated according to the two categories:

- Full members have the right to participate and vote at the General Meeting. Each full member has one vote.
- Associate members may be invited to the General Meeting or part of it, in an advisory capacity. They may be invited to take part in certain activities of the Association and may receive some publications of the Association.

## **Article 9. – End of Membership**

**9.1.** The membership of any member of the Association shall terminate:

- upon voluntary or forced dissolution or liquidation of the member's legal entity or association;
- by resignation;
- upon expulsion.

**9.2.** Full members may resign from the Association by notifying the Executive Committee by emailing the Executive Director. The resignation will only take effect at the end of the financial year in which the resignation is notified. In exceptional circumstances the Secretariat may recommend to the Executive Committee for decision that a resignation take effect immediately.

Members who do not pay their annual membership dues shall, without any reminder, be considered to have resigned if payment has not been received after 12 months of the invoice date. The Executive Committee, acting on a proposal from the Secretariat, may take the decision to discount membership fees in extreme and exceptional circumstances for a period of no more than 1 year.

Associate members can access the full member category, provided they meet the conditions, by simple agreement of the Executive Committee, from the date of settlement of the difference in subscription.

**9.3.** A member can be expelled by the General Meeting deciding with a two-thirds majority of the full members present or represented, as mentioned in Article 16.5, excluding the vote of the member whose expulsion is discussed, only after the member has been given the opportunity to defend himself. Moreover, decisions with regard to the exclusion of members will only be valid if at least two thirds of the full members are present or represented. The proposed exclusion of the member must be indicated in the convening notice. The member will be notified of the expulsion by a simple letter or email.

Until the final decision of the General Meeting, the Executive Committee may suspend, with a written motivated decision, the members who are guilty of a serious offense to the Articles of Association or to the Internal Regulations of the code of good governance. In this case, the Executive Committee shall convene a General Meeting, at the same time it pronounces the decision of suspension, so that the General Meeting can decide as soon as possible on the possible exclusion of the concerned members.

**9.4.** Resigning members, suspended members, expelled members or their heirs shall have no right to the Association's assets nor to any reimbursement of the membership fees or donations. They may not require or request a tally, an accountability, a sealing nor inventory.

If such a member or its beneficiaries have any debt with the Association, the debt shall immediately become due and payable.

## **Article 10. – Membership fees**

**10.1.** Full members pay an annual membership fee to the Association, whose rate is set by the General Meeting.

The fee may not exceed € 2,500 (two thousand five hundred euros). This amount may be adjusted annually according to the index of consumer prices in Belgium. This fee is due and payable on the 1st of January of each year.

**10.2.** Associate members do not pay fees for membership to the Association.

## **TITLE III – GENERAL MEETING**

### **Article 11. – Composition**

**11.1.** The General Meeting is composed only of all full members.

The General Meeting may invite personally one or more third parties to attend the meeting in a consultative capacity only.

### **Article 12 – Powers**

**12.1.** The following powers are reserved to the General Meeting:

- modify the Articles of Association;
- elect and dismiss Members of the Executive Committee;
- approve the annual accounts and budgets;
- expel a member;
- dissolve the Association;
- discharge serving Members of the Executive Committee of their responsibilities and, if appropriate, discharge auditors;
- transform the Association into a not-for-profit association;
- appoint and dismiss auditors and, if appropriate, fix their remuneration;
- determine the annual membership dues;
- any other power reserved to the General Meeting by law or by the Articles of Association.

### **Article 13 – Meetings**

**13.1.** The General Meeting shall hold an Ordinary Meeting at least once a year, in the first 6 (six) months of each year, upon convocation by the Executive Committee, as set out in article 14.1, at

the registered office of the Association or at any other place indicated in the notice of convocation.

**13.2.** An Extraordinary Meeting may also be convened at all times by the Executive Committee, and shall in any case be so when a fifth of the members make this request. In the latter case, the meeting shall be held no later than three months after such a request has been received.

**13.3.** Each meeting will be scheduled on the day and at the time and place mentioned in the notice.

## **Article 14. – Convocation and Representations at the General Meetings**

**14.1.** Convening notices, accompanied by the agenda, shall be sent by the secretariat of the Association or the President or in his/her absence by the Vice-President, at least one month in advance of the meeting, by a simple letter or by e-mail to all full members. However, when the agenda includes a proposal to amend the Articles of Association, notices are sent at least two months before the date set for the Meeting.

**14.2.** Any full member who cannot attend a meeting of the General Meeting may be represented at the meeting by another full member holding a proxy. Proxies shall be handed in writing or delivered by sending an email to the President. No member shall hold more than four proxies.

**14.3.** Any proposal signed by at least one-fifth of its full members shall be added to the agenda provided that it has been communicated to members at least 15 days before the date set for the meeting.

## **Article 15. – Voting rights**

**15.1.** Each full member shall have the right to one vote.

The voting rights are suspended for the full member who has not paid his dues by the date of the General Meeting.

**15.2.** Associate members may attend meetings of the General Meeting in an advisory capacity.

## **Article 16. – Voting procedures**

**16.1.** The General Meetings shall be chaired by the President, or in his/her absence by the Vice-President, or, failing that, by a Member of the Executive Committee present, freely appointed by the General Meeting.

The Chairman of the Meeting may also require the Secretariat to participate in the General Meeting to, in particular, draft the minutes and report on the decisions taken.

**16.2.** Decisions can only be validly taken with regard to items listed on the agenda or added to the agenda in accordance with article 14.3.

Any other matter may be raised, including by one single full member, without decision.

**16.3.** In compliance with the required majorities, the General Meeting deliberates regardless of the number of members present or represented, except in cases where the Companies and Associations Code requires an attendance quorum.

**16.4.** Except in special cases provided for by law or in these Articles of Association, decisions shall be carried by a simple majority of the members present or represented.

In case of a tied vote, the President or the person acting in that capacity shall have a casting vote.

For all decisions of the General Meeting, abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

**16.5.** Decisions with regard to the exclusion of members (Article 9) and the dismissal of Members of the Executive Committee (Article 19) shall be carried by a two-thirds majority of the members present or represented.

Moreover, decisions with regard to the exclusion of members (Article 9) will only be valid if at least two thirds of the full members are present or represented.

**16.6.** The General Meeting may validly deliberate on amendments to the Articles of Association if the changes are explicitly specified in the notice and if the General Meeting gathers at least two-thirds of the members of the Association. Amendments shall be adopted by a majority of two-thirds of votes. However, the amendments which relate to the purpose(s) for which the Association has been created, can only be adopted by a majority of four-fifths of the votes.

If two-thirds of the members are not present or represented at the first meeting, it may be referred to as a second meeting which shall validly deliberate regardless of the number of members present or represented. The second meeting shall be scheduled at least 15 (fifteen) days after the first meeting.

**16.7.** The General Meeting can only pronounce the dissolution of the Association under the same conditions as those relating to the modification of the purpose(s) of the Association.

**16.8.** The General Meeting may only transform the Association into a not-for-profit association under the same conditions as those relating to the amendment of the Articles of Association.

**16.9.** All decisions of the General Meeting shall be notified in writing to all of the members (full and associate).

**16.10.** The meetings of the General Meeting can be validly held or joined through conference call, video conference or web-conference.

**16.11.** Decisions of the General Meeting may be taken by written resolutions provided that each full member has been informed at least one month in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.



## **Article 17. – Minutes**

**17.1.** Resolutions of the General Meeting shall be entered in a special register, signed by the chairperson of the meeting. The register will be kept at the registered office of the Association where each member may consult it.

**17.2.** Resolutions of the General Meeting shall be sent when required to the knowledge of interested third parties.

**17.3.** All amendments to the Articles of Association are published in the Annexes to the Belgian Official Gazette as stated in the Companies and Associations Code.

## **TITLE IV – EXECUTIVE COMMITTEE**

### **Article 18. – Composition**

**18.1.** The Association shall be managed by an Executive Committee composed of at least 3 (three) and a maximum of 9 Members, appointed by the General Meeting for a term of not more than 3 years.

The office of Member of the Executive Committee is not remunerated.

These Members of the Executive Committee will include the President, the Vice-President and the Treasurer, that the Executive Committee elects from among its Members.

The President, Vice-President and Treasurer shall be elected for a period of 2 years, renewable twice.

In any event, the mandate of Officer automatically ends with the end of mandate as Member of the Executive Committee, for whatever reason.

One person shall not hold more than one office.

The President is responsible for convening and chairing the meetings of the Executive Committee.

The Vice-President's responsibilities include replacing the President when the latter is not present.

The Treasurer supervises the holding of the accounts, tax declaration, formalities for payment of tax on wealth and VAT which are made by the Secretariat.

The Secretariat assists the Executive Committee with preparing, convening and organising the meetings of the General Meeting, and is also responsible for drafting the minutes relating to the decisions taken by the Executive Committee or the General Meeting, and for ensuring the preservation of documents.

Third parties may be elected by the General Meeting as Members of the Executive Committee and have a right to vote. They participate in the General Meeting but have no right to vote.

**18.2.** The Executive Committee may from time to time, invite experts or others to attend some meetings as advisors, but these people are not entitled to vote.

## **Article 19. – Appointment – Dismissal – Term of office**

**19.1.** The Members of the Executive Committee shall be elected by the General Meeting by simple majority vote of the full members present or represented, from among the individuals proposed by each member (full or associate) or third parties, for a period which cannot exceed three years.

Members of the Executive Committee can be re-elected, with a maximum of two full consecutive terms.

They can be dismissed at any time by the General Meeting by a two-thirds majority of the members present or represented.

**19.2.** In the event that a vacancy occurs (including as a result of a resignation), a new Member of the Executive Committee may be nominated by the Executive Committee.

The term of office of the new Member of the Executive Committee shall expire at the same time as the term of the replaced Member of the Executive Committee. The confirmation of the appointment of the new Member of the Executive Committee is submitted for approval, either to the General Meeting at its forthcoming meeting, or by written resolution of the members.

**19.3.** Acts relating to the appointment or termination of office are published in the Annexes to the *Belgian Official Gazette* as stated in the Companies and Associations Code.

## **Article 20. – Powers of the Executive Committee**

**20.1.** The Executive Committee has all powers, except those that are reserved by law or the Articles of Association to the General Meeting. The governance of the Executive Committee is set out in the Good Governance Guidelines.

## **Article 21. – Delegation of Powers**

**21.1.** The Executive Committee shall appoint an Executive Director, who is not a Member of the Executive Committee or a delegate of one of the Members.

He/she shall be entrusted with the daily management of the Association.

As no Secretary is appointed within the Executive Committee, the Executive Director fulfils the tasks, without acquiring the position of a Member of the Executive Committee.

The Executive Director is invested with a mandate to represent the Association within the limits of his/her powers, as described in Article 25.

**21.2.** Without prejudice to Article 21.1, the Executive Committee can delegate some of its powers to one or more persons, who do not need to be Members of the Executive Committee.

In these cases, a formal vote to approve the extent of the powers conferred and the period during which they may be exercised will be specified in writing.

**21.3.** Without prejudice to article 10:11 of the Companies and Associations Code, the President, or in his absence the Treasurer, is entitled to receive any gift, act of liberality, subsidy or subvention etc. made to the Association, and is allowed to perform all necessary formalities with respect to the acquisition thereof, subject to compliance with all statutory requirements.

## **Article 22. – Meetings of the Executive Committee – Deliberation**

**22.1.** The Executive Committee shall meet regularly upon notice from the President, or in his/her absence from the Vice-President. The Executive Committee shall meet at the written request of at least two Members of the Executive Committee, addressed to the President.

**22.2.** Notices shall be sent no less than ten days before the meeting, by a simple e-mail, indicating the agenda, the date, time and the place of the meeting. The Executive Committee forms a college and validly holds a meeting only when at least half of the Members of the Executive Committee are present or represented.

**22.3.** Any Member of the Executive Committee who is unable to attend the meeting can give a proxy, in writing, to one other Member of the Executive Committee to represent him/her at the meeting of the Executive Committee and to vote in his/her place on his/her behalf. Proxies can also be delivered by sending an email to the President.

**22.4.** The Executive Director will be invited to participate in relevant parts of the meetings of the Executive Committee, but he/she will not have a voting right.

**22.5.** In compliance with the required attendance quorum at point 22.2, decisions are taken by a simple majority of Members of the Executive Committee present or represented. Each Member of the Executive Committee has one vote. In the event of a tied vote, the President or the person acting in that capacity has a casting vote.

**22.6.** The meetings of the Executive Committee can also be validly held partially or in full by conference call, videoconference, web-conference or by any other means for immediate exchange between all Members of the Executive Committee.

In this case, a meeting report will be prepared by the Secretary and forthwith sent by email to the Members of the Executive Committee to verify the accuracy of decisions.

After receiving their agreement to the content, the President will sign the meeting report.

**22.7.** Decisions of the Executive Committee may also be taken by written resolutions provided that each Member of the Executive Committee has been informed at least ten calendar days in

advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

### **Article 23. – Conflict of interest**

**23.1.** In case of a conflict of interest between the Association and that of one or more members of the Executive Committee, they cannot participate in the discussions or vote on this item.

### **Article 24. – Minutes**

**24.1.** The resolutions of the Executive Committee are recorded in a minute-book signed by the President or the Vice-President.

**24.2.** This book will be kept at the registered office of the Association where it shall be held at the disposal of all members of the Association, but without moving the register.

### **Article 25. – Representation of the Association**

**25.1.** The Association shall be validly represented with respect to all acts, including court proceedings, by the joint signature of two members of the Executive Committee, one of which being the President or the Vice-President, or by the Executive Director acting individually, each who shall not be obliged to offer proof to third parties of a prior decision of the Executive Committee.

**25.2.** The Association is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

### **Article 26 – Liability**

**26.1.** Members of the Executive Committee and persons authorised to represent the Association have no personal obligation linked to the exercise of their position and shall be liable only for the performance of their mandate.

In the performance of their functions, the Members of the Executive Committee shall therefore not be held personally liable towards third parties, unless they have exceeded the extent of their mandate, and the General Meeting has not ratified their actions.

They shall, however, be answerable to the Association for the performance of their duties under their mandate, and for negligence or wilful misconduct in performing their functions.

## **TITLE V – INTERNAL REGULATIONS**

### **Article 27. – Internal Regulations**

**27.1** The Executive Committee may recommend the adoption of Internal Regulations, or amendments to existing ones, to the General Meeting.

The General Meeting approves or rejects the proposal of the Executive Committee, by a simple majority vote of the members present or represented.

**27.2.** When the Internal Regulations are adopted, a copy is sent to each member. It is the same for each subsequent amendment which may be accepted by the General Meeting.

**27.3.** Any member of the Association is bound by the Internal Regulations that is applicable.

**27.4.** As the case may be, the Executive Committee is authorised to insert and adapt the reference in the present Articles of Association to the last approved version of the Internal Regulations and to publish the coordinated version of the Articles of Association following that modification.

## **TITLE VI – BUDGET – ACCOUNTS**

### **Article 28. – Financial Year and Annual Accounts**

**28.1.** The financial year shall start on January 1 of each year and shall end on December 31 of each year.

### **Article 29 – Budgets and Accounts**

**29.1** The Executive Committee shall submit the annual accounts relating to the previous financial year to the General Meeting for approval as well as the budget for the following financial year as mentioned in Article 8.

They are maintained and, where appropriate, published as foreseen by the Companies and Associations Code.

**29.2.** When required by the law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association must be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors ("*Institut des Réviseurs d'Entreprises*"). They hold the title of statutory auditor ("*commissaire*").

Even if not required by the law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association may be entrusted to one or several auditors, appointed or not amongst the members of the Institute of Auditors ("*Institut des Réviseurs d'Entreprises*"). They hold the title of auditor ("*auditeur*").

The auditor or statutory auditor shall be accountable for the audit and the report to the General Meeting.

## TITLE VII – WINDING UP OF THE ASSOCIATION

### Article 30. – Winding-up of the Association

30.1. The General Meeting shall, in accordance with Article 16, decide on the dissolution of the Association.

30.2. In case of dissolution of the Association, the General Meeting will appoint one or more liquidators who may, but need not be associates, shall define their powers and possible remuneration. It will also indicate how the Association's assets are to be used.

30.3. This assignment shall be made in favour of a disinterested purpose.

30.4. All decisions relating to the dissolution, the terms of liquidation, appointment and termination of the liquidator(s), at the end of the liquidation, and the allocation of the net assets, are published in the Annexes to the *Belgian Official Gazette* as stated in the Companies and Associations Code.

## TITLE VIII – MISCELLANEOUS

### Article 31. – Miscellaneous

31.1. Any matters which are not covered by the present Articles of Association will be governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

31.2. The French-speaking courts of Brussels shall have exclusive jurisdiction to settle any dispute under the present Articles of Association, the Internal Regulations and the decisions of the bodies of the Association.