

Note from the Board of Directors

Rights and Responsibilities of the EFAA President and the Board of Directors

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The following note from the Board of Directors is issued to help EFAA members and potential candidates when evaluating whether their nomination is in line with the duties and aims of EFAA.

Since the adoption of the new EFAA Statutes in October 2019, a partial renewal of the Board is to take place every year. On this basis, this year, 3 mandates will expire, 2 Board members and The EFAA President.

Below is relevant information concerning the rights and responsibilities of Board members and EFAA President as stated in the EFAA Statutes (convenience translation of the original French text).

EFAA Statutes - Composition, Tasks, Election Process, Proceedings of the Board and Representation

Article 18 – Role of the Board

1. The Board shall consist of the President and not less than three and not more than five Board members. All members of the Board shall be individuals from Ordinary Members, elected by Ordinary Members in accordance with these Statutes.
2. The tasks of the Board are to:
 - a. Take all the necessary measures/ actions to realise the Strategy and the Activity Plan of the Federation;
 - b. Take overall responsibility for the day-to-day operation of the Federation in accordance with the agreed strategy;
 - c. Draft strategy, priorities and performance targets for adoption by the Annual General Assembly Meeting;
 - d. Establish, direct and dissolve working groups on a project by project basis;
 - e. Act on and respond to the activities and pronouncements of decision makers, market leaders and users within Europe;
 - f. Manage the finances of the Federation;
 - g. Pay out of funds of the Federation all expenses and costs directly or incidental to the purposes and objectives of the Federation and for its administration thereof;
 - h. Invest the monies and/ or the assets of the Federation not immediately required upon such securities and in such manner as the Board from time to time determines; and
 - i. Propose a budget for the following year for presentation to the Annual General Assembly.
3. The Board may delegate some tasks to the President, one or more Board Members, an administrator or an official-in-charge.
4. No Member of the Board may participate in the discussion of or vote on any matter in which he or she has a personal interest.
5. Members of the Board may not be delegates at any General Assembly Meeting.

Article 19 – Election of the President and the Members of the Board

1. The President and the Members of the Board are elected with a simple majority of the votes of Ordinary Members present or represented by the Annual General Assembly or, in the event of a vacancy arising, by a special General Assembly.
2. The President and the Members of the Board shall be elected for a period of two years and may be re-elected. The elections shall be held every year so that only part of the Board is renewed.
3. The Board will call for nominations of candidates for the election to the Board. The notification shall be sent not more than twelve weeks and not less than eight weeks prior to an Annual General Assembly Meeting and not more than eight weeks and not less than four weeks prior to a General Assembly Meeting.
4. The President and the Members of the Board must be individual Members of an Ordinary Member.
5. When nominating candidates, the proposer must ensure that the candidate is willing to stand for election and state whether the candidate is standing for the Presidency, the Board or both.
6. The President is elected separately, before the Board is elected. If a candidate is nominated for Presidency as well as for the Board, he will, if elected as President, be deleted from the list of candidates for the Board.
7. The President is elected with an absolute majority. If none of the candidates has an absolute majority of votes cast at the first ballot, another vote shall be held, deleting, in the case of several candidates, from the list the candidate who received the lowest number of votes. In the event of a tie, the candidate to withdraw will be determined by drawing lots. This procedure will continue until a decision is reached. In the event of a tie between the last two remaining candidates, voting shall continue until one candidate reaches a majority.
8. When electing Board Members, the candidates who receive the highest numbers of votes are elected in descending order. In the event of a tie between the candidates receiving the lowest number of votes and there is a need to make a selection, another vote shall be held with only these candidates. In the event of a further tie, drawing lots shall determine the election.
9. A term of office of a Member of the Board can end by death, resignation or dismissal.
10. A Member of the Board wishing to resign must deliver written notice to the other Members of the Board. If the resignation decreases the number of the Members of the Board below the statutory minimum according Art. 18.1, the Member shall stay in office, until he is replaced.
11. Board Members can be dismissed by the General Assembly with a two thirds majority of present or represented votes. If the Member of the Board is no longer a Member of an Ordinary Member organisation or the Ordinary Member leaves EFAA, he or she is also being dismissed.
12. If, due to death, resignation or dismissal of one or more Board Members, the number of Board Members decreases below the statutory minimum, a General Assembly Meeting shall be held at the next possible date to provide replacements.
13. Replacement candidates will only stay in office for the rest of the regular term.

Article 20 – Proceedings of the Board

1. The Board shall meet at least once in the year, before the Annual General Assembly Meeting. The Board will also meet whenever useful for the Federation upon request of the President or any other Board Member. The date, location and form of the meeting will be notified by email, fax, postal mail or courier. Participation in meetings is either in person or by simultaneous telecommunication link. Individual Board Members may participate at physical meetings by simultaneous telecommunication link only with prior permission of the President.
2. The Board may only take decisions if at least half of the Members of the Board are present at the meeting.
3. All resolutions of the Board shall require a simple majority of the votes validly cast by Board Members present or represented. In the case of a tie, the President shall have a casting vote.
4. Absent Members of the Board may authorise another Member of the Board to cast their votes according to their instructions. The authorisation, but not the instruction, shall be presented in writing at the beginning of the

meeting.

5. Notice of the date and place of a Board meeting shall be given in writing to the Members of the Board not less than one week prior to the date of a meeting.
6. In case of urgency and at the discretion of the President, resolutions may be adopted by postal ballot (email, fax, postal mail or courier). Such resolution shall only be valid if no Member of the Board contests such procedure before the deadline set for the resolution and more than 75% of the Board Members have replied. Art. 20.3 does apply, art. 20.5 does not apply.
7. Minutes shall be kept of the business transacted at any Board meeting.
8. A copy of the minutes of the Board meetings shall be at the disposal of the Members at the headquarters of the Federation.

Article 22 – Representation of the Federation

1. The Board represents the Federation. Every Member of the Board shall have the legal power to represent the Federation alone. The power of representation may also generally or for special tasks be granted to other persons according to these Statutes.
2. The Board requires the approval of the General Assembly to adopt resolutions for the Federation:
 - a. To enter into agreements for the acquisition, alienation or encumbrance of registered properties and/or
 - b. To enter into agreements by which the Federation binds itself as a surety or as a severally liable debtor, guarantee the obligations of a third party or binds itself as security for the debts of a third party.
3. Any written agreement between the Federation and other professional organisations is subject to approval of the General Assembly. Such an approval requires a two thirds majority of the votes cast.
4. The Federation shall be represented in court by its President, with a special delegation of the Board.

Internal Rights and Responsibilities

The EFAA Board of Directors allocates specific responsibilities among the Board Members to increase the effectiveness of the EFAA Board, e.g. Treasurer. The Board will define the tasks and decide on the individual responsibilities after the elections.

Time and Travel Commitments

The President and the Board Members will typically take part in around 6 Board Meetings in one calendar year. Each Board Meeting will require a Board Member to prepare, take part in the meeting and follow up on action points arising from the meeting. The time required for the preparation by the Board member depends on their familiarity with the matters and the tasks of the Board and may take one day or more. The time required for following up on the collective and individual tasks might take between one half and up to several days.

Board Members will also take part in the EFAA Conference/AGM and the EFAA Council Meeting. They might be asked on a case by case basis to represent EFAA at international conferences and meetings.

Travel Expenses

The travel expenses of Board Members are expected to be covered by the nominating member. The travel expenses of the President are born by EFAA.

The President and all EFAA staff are subject to the Regulation on Travel Expenses, adopted by the General Assembly on 28 June 2019.

Service Agreement

At the beginning of the mandate, the elected EFAA President will sign a service agreement with EFAA.

Brussels, 13 April 2021