

<p><u>working office:</u> János Prutkay, Secretary general Kolozs u 33 H-1663 Budapest fon: +36 1 795 50 92 mail: janos.prukay@bm.gov.hu Internet : www. entente-florale.eu</p>	<p>Association Européenne pour le Fleurissement et le Paysage / aisbl</p> <h1 style="text-align: center;">Entente Florale Europe</h1> <p style="text-align: center;">AEFP Articles Co-ordinated and adopted version</p>	
<p>Articles-Co-ordinated and adopted version</p>		<p>State : february_2015.</p>

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Title I - Name, Head office and Aims

Article 1

Name of the Association

1. An International Association regarding the non-profit associations, the international non-profit associations and the foundations has been founded. The association is governed by Belgian Law, specifically the law of October 25, 1919 as amended by the laws of June 27, 1921 and December 6, 1954 and May 2, 2002 .

2. The association is named :

- in French : 'Association Européenne pour le Fleurissement et le Paysage', A.I.S.B.L. (Association Internationale Sans But Lucratif);

- in English : 'European Association for Flowers and Landscape', I.N.P.A. (International Non Profit Association).

3. The acronym 'A.E.F.P.' for the Association Européenne pour le Fleurissement et le Paysage will be used in all countries.

The A.E.F.P. is strictly a non-profit association.

4. The official language in the meetings of the Association is English.

Article 2

Head office of the Association

The head office of the Association is:

A.E.F.P Board Member Belgium

V.L.A.M. - Dirk Vandromme

p.a. Kappaertstraat E/1, B-8550 Zwevegem

Belgium

Article 3

Aims of the Association

The overall aim of the Association is horticultural, touristic, social and cultural development and enhancement of the quality of life in urban and rural communities.

In pursuit of these aims, the Association:

1. encourages actions, that foster an increase in environmental awareness, improve environmental education and communication, contribute to sustainable development and to environmentally sensitive landscape policies, thus ensuring a better quality of life for urban and rural dwellers and promotes good urban planning and landscaping policies in line with the European Landscape Convention (Florence, 20.10.2000).

2. organizes the European competition "Entente Florale Europe" to promote a more livable and sustainable environment with greener and more pleasant European towns and villages and to facilitate international contacts among the participants. A network of towns and villages may further facilitate these contacts.

3. encourages through this annual competition, public authorities, private bodies and individuals to cooperate, to modify and to beautify their towns and villages, thereby improving the quality of life for both inhabitants and visitors. The goal can be achieved by the planning, development of natural elements such as water, soil, trees, shrubs, herbaceous plants, ornamental plants and flowers. Also important hereby is the development and maintenance of open green spaces, natural areas, parks and land-

scapes and by generally fostering development. All these actions are holistic and ecologically and environmentally important for the biodiversity.

4. promotes horticulture, the respect for the cultural heritage and patrimony, landscaping, environment and tourism as the central characteristics of 'Entente Florale Europe'. Each item is enhanced by this competition.

Title II – Members and Membership

Article 4

Ordinary members

1. Ordinary membership can be asked for from national or regional associations or organizations in European countries under whose aegis a competition with comparable aims is working and participation in the European competition 'Entente Florale Europe' is organised.

2. In countries where more than one national or regional associations or organizations are responsible for the competition, the different associations or organizations shall appoint one ordinary member for the Board per country.

3. Application for membership is made by the said associations or organizations to the President of A.E.F.P. The period of membership begins January 1st and may end in case of resignation or exclusion-December 31st.

4. Ordinary members pay an annual participation fee to the A.E.F.P. The determination of the extent of this membership fee is a responsibility of the Board.

Article 5

Associate Members

1. Organisations and Enterprises from European nations, closely related to environment, horticulture, landscaping, heritage and tourism and supporting the aims of A.E.F.P., can be accepted by the Board as associate members.

2. Associate members pay an annual participation fee to the A.E.F.P.. The determination of the extent of this membership fee is a responsibility of the Board.

Article 6

Rights and obligations of the members

1. Ordinary members have the right to delegate one representative, namely an individual to the Board and professionals to the international Jury of Entente Florale Europe, to arrange all events and participate in all activities of the A.E.F.P.

2. Ordinary members have the right to vote in the Board and to appoint a Vice-President and the subsequent President of the association in a successive order. One European country can have only one vote in the Board. Only the Board member has the right to vote.

3. The ordinary members are committed to support the policy and set out the strategy of A.E.F.P. to support all decisions and resolutions of the Board and to pay an annual membership fee.

4. Ordinary members, paying a membership fee, have the right to term their national or regional competition Entente Florale plus name of their country and use the A.E.F.P.- logo.

5. Associate members, paying an annual membership fee, shall have the right to take part in the Board meetings of A.E.F.P. with one representative, namely a natural person, in a consultative capacity. An associate member is not a Board member and has no voting right.

Article 7

Termination of membership and dissolution

1. The membership shall end either by resignation, by exclusion or by dissolution of the association:

Resignation:

Ordinary and associate membership can be terminated by written notice to the A.E.F.P. President with a three month term before December 31st of each year.

Exclusion:

Ordinary and associate membership can be excluded, in the following cases:

- the membership fee is not paid for the running year before August 31st.
- the rights and obligations set out in article 6 are not fulfilled. The decision by the Board will become definitive and irrevocable.

Dissolution of the association:

All memberships end in succession of dissolution of the association (article 19).

2. On ceasing to be a member of A.E.F.P., the ordinary members has no rights on the Association's funds or even a part of.

3. The resignation, the exclusion or the dissolution of the association A.E.F.P. has to be approved by the Board (article 8).

Title III – Board and General Assembly

Article 8

Function, composition, rights and responsibilities of the Board and General Assembly

1. All the ordinary members have the right to be represented by one individual or be substituted by proxy (article 10.1) in the Board. The board member is the authorized national representative of his/her member-country and brings out the official national vote to the Board. Only the board member may sign documents of A.E.F.P. in the name of his/her national or regional associations or organizations. All ordinary members have one vote in the Board.

2. The meeting of all the Board members together is the General Assembly (G.A.) or the directional body of A.E.F.P. in terms of the foresaid Belgian law (article 1). The Board is the ultimate decision making authority of the Association.

3. The following responsibilities are essential to the Board and their exclusive rights:

- a) affirmation of a President and two Vice-Presidents,
- b) appointment of the Secretary General
- c) election of the Treasurer and Cash Auditors
- d) setting and terms of subscriptions, membership fees for ordinary members and associate members or any other funding,
- e) approval of accounts and budgets,
- f) exoneration of the Treasurer,
- g) admission of ordinary members and associate members
- h) resignation of membership and exclusion of members
- i) determination of location and date of the annual Award Ceremony of the Entente Florale Europe competition of A.E.F.P.
- j) amendment of the articles of the association
- k) preparation and approval of internal bye-laws and regulations

- l) dissolution of the association
- m) approval of the termination or the dismissal of the members of the Board and E.C.

4. On invitation by the Board the members of the international Entente Florale Europe Jury (article 15) or a representative person can participate a Board meeting in a consultative capacity. They have no voting right.

5. The Board has the right to meet without externals, such as Jury members and associate members, at the request of the President of A.E.F.P.

Article 9

Convocation and validity of the Board

1. The Board holds one ordinary General Assembly per year at least. The convocation for this meeting, together with the agenda has to be circulated 21 days in advance by the Secretary General. The meetings are convened by the President of A.E.F.P.

2. An extraordinary meeting of the Board can be called under the following circumstances:

- a) at the request of more than half of the ordinary members;
- b) if the President, after consultation with the Executive Committee, shall deem it necessary to hold such an extra meeting.

3. The quorum for a valid meeting of the Board is two thirds of the ordinary members present or represented.

In the case the quorum of two thirds for a valid Board cannot be followed, a new convocation has to be made. Then the amount of ordinary members present or represented by proxy of those attending suffices for the voting. In the latter case, a time limit for convocation is not necessary.

Article 10

Voting and decisions in the Board

1. Ordinary members (article 4) have one vote per country. The national or regional associations or organizations decide which person from their country will represent them (article 4). This representative is the board member. Only the Board member has one general voting-right (article 8). A substitution by another representative from the ordinary members or an individual from your national EFE team is possible when he/she has a letter of proxy.

2. Associate members (article 5) and the members of the Entente Florale Europe Jury (article 15) or a representative person or group of this jury have no voting right in the Board.

3. The number of votes in the Executive Committee of the Board may rise in the case, that the Treasurer (article 12) and the Secretary General (article 13) are elected or appointed from amongst the Jury panel at their votes. Only in the case the treasurer or/and Secretary General are member of the Board at the same time, she/he shall have one vote in the Board.

4. The Jury chair is vote empowered in the Executive Committee by the particular function (article 15). Only in the case, the jury chair is being member of the Board at the same time, she/he shall have one vote in the Board.

5. Decisions in the Board are reached by simple majority. Amendments to the articles and the exclusion of a member (articles 7 and 8) shall require a majority of two thirds. The dissolution of the association (article 19) requires a majority of three quarters.

6. The chairing president has a casting vote in the Board in the case of a split decision.

7. Amendments to the articles and changes in the composition of the Board will take effect only after publication in the appendices of the Belgian Staatsblad/Moniteur Belge in accordance with the fore-said Belgian law regarding the non-profit associations, the international non-profit associations and the foundations (see article 1).

8 Resolutions and decisions of the meetings of the Board are recorded in minutes, being made available to all members and the Jury of Entente Florale Europe.

Title IV – Administration

Article 11

President and Vice-Presidents

1. The Association has a President and two deputies, one incoming Vice-President, and one outgoing Vice-President.

The President and the Vice-Presidents shall be affirmed by the Board from amongst the representatives of the ordinary members with voting power. All representatives of the ordinary members have the same voting rights.

2. The President has a preceding two years period of incoming Presidency. The incoming Vice-President succeeds the President. The President succeeds the outgoing Vice-President after retirement.

3. The term of office of the period of Presidency is six years, thereof two years incoming Vice-Presidency, two years Presidency and two years outgoing Vice-Presidency. Each successive incoming Vice-President shall be from a different country. The order of succession by country is according to the internal bye-laws.

The President and the Vice-Presidents are members of the Executive Committee (E.C.) by virtue. The function of President is incompatible with the function of Chairman of the jury, Treasurer or Secretary General.

4. The order of succession of Presidency can change to the next following member in case:

- the member is not ready to assume the presidency because of internal national or personal reasons
- the member cannot or will not assure the duties set out in article 6 to fulfil.

5. The set out ordinary member cannot request to enter the fixed order of succession later, except another ordinary member is not ready to assume their presidency and the vacancy can filled up this way. A decision has to be taken by the board on the basis of article 8.3.

6. The President represents the Association.
The President of A.E.F.P. chairs the Board and the meetings of the Executive Committee. In the case of absence he/she shall be replaced by a Vice-President.

7. Approval of the termination or the dismissal of the President or a vice-president.
The termination of the function of President and vice presidents is stipulated in article 11.3.
If necessary, the Board is authorized to dismiss the President or a Vice-president. In this case, the decision of the Board shall require a majority of two thirds.

8. The president and vice-presidents of A.E.F.P. speak fluent English without the need of a translator.

Article 12

Treasurer and Cash Auditors

1. The Treasurer shall be elected by the Board from amongst the representatives of the ordinary members and from the members of the Jury of Entente Florale Europe for a period of two years, renewable. Deselection is possible.
2. He/she is a member of the Executive Committee and vote empowered by the particular function in the Executive Committee and the Board in conjunction with article 10.3.
3. The Treasurer is responsible for the annual budget, the accounts of the association and for monitoring and adherence to the terms of the budget. The Board approves the annual incomes and expenditures of A.E.F.P. (article 8).
4. The financial year begins January 1st and ends December 31st each year.
5. The Treasurer and the President of A.E.F.P. may not be from the same country.
6. The A.E.F.P has 2 Cash Auditors who do an annual control of the A.E.F.P. accounting and report directly to the Board and Treasurer.
7. The Cash Auditors are elected by the Board from amongst the jury members of Entente Florale Europe. The function of Cash Auditor is for a period of two years and incompatible with a function as Board member.
8. Approval of the termination or the dismissal of the Treasurer.
The termination of the function of Treasurer is stipulated in article 12.1.
If necessary, the Board is authorized to dismiss the Treasurer. In this case, the decision of the Board shall require a majority of two thirds.

Article 13

Secretary General

1. The Secretary General shall be appointed by the Board for a period of 6 years, renewable. The Secretary General provides a continuity in the policy and management of A.E.F.P..
2. He/she is a member of the Executive Committee and vote empowered by the particular function in the Executive Committee and the Board in conjunction with article 10.3.
3. He/she is responsible for the active daily business. In accordance with the President (Art.11) or another Board member, he/she is a formal representative of the A.E.F.P. in terms of article 16 and 17.
4. Approval of the termination or the dismissal of the Secretary General.
The termination of the function of Secretary General is stipulated in article 13.1.
If necessary, the Board is authorized to dismiss the Secretary General. In this case, the decision of the Board shall require a majority of two thirds.

Article 14

Executive Committee (E.C.)

1. The association is governed by an Executive Committee (E.C.). The Executive committee organizes the daily management of the Board of A.E.F.P. The E.C. holds two meeting per year at least. The convocation together with the agenda has to be circulated 21 days in advance. The meetings are convened by the President of A.E.F.P..
2. Permanent members of the Executive Committee with voting power in the E.C. are:
 - the President and two vice-Presidents by virtue (Art.11)
 - the Treasurer by election (Art. 12)
 - the Secretary General by appointment (Art. 13)
 - the Chairperson of the Entente Florale Europe Jury by function (Art 15).

The persons of the E. C. may participate in the meetings of the Board.

3. The E.C. can be completed by additional and temporarily consultative members up to a maximum of two persons, co-opted by the E.C by simple majority to meet specific requirements or events. This consultant(s) has no voting power. This consultant(s) is appointed and dismissed of his duties/assignment by the E.C.by simple majority.

4. The responsibilities of the E.C. are:

- factual and organizational preparation of the annual Board assembly and other meetings of the association,
- draft of the annual budget and account results,
- preparations of the annual award ceremony in accordance with the involved ordinary member,
- management of the day to day business of the association,
- management of the international Jury of Entente Florale Europe in accordance with the Jury Chairperson (Art. 15).

The Board can assign more responsibilities.

5. The quorum for a valid meeting of the E.C. is four members present with voting power, one of whom shall be the President or a Vice president.

Decisions and resolutions of the Executive Committee are reached by a simple majority. The chairing President has a casting vote in the case of a split decision.

6. Resolutions and decisions of the meetings of the E.C. are recorded in minutes, being made available to all members and the Jury.

Article 15

International Jury, committees and working groups

1.The competition "Entente Florale Europe" is the principal means through which the A.E.F.P. achieves its aims (Article 3). Hence an assessment Jury, to which each national member body appoints their Jury Members has the status of a permanent standing committee.

2. The Jury is empowered to elect an own chairperson and vice-chairpersons. The Chairperson is member of the Executive committee by function. In conjunction with article 10.4 he/she is vote empowered in the Executive Committee and in the Board by function (when she/he is Board member as well).

The duration of the function of Chairperson and Vice-chairpersons of the jury is 2 years, renewable. If necessary, the Board is authorized to dismiss the Chairperson or Vice-chairpersons. In this case, the decision of the Board members shall require a majority of two thirds.

3. The international jury of Entente Florale Europe is empowered by the Board. They organize their own meetings, prepare the assessment criteria and their decisions according to the assessment and arrangements of the participating towns and villages. Members of the Board of A.E.F.P. can take part in the Jury meetings without voting right.

4. Every member has one vote in the Jury.

5. Decisions of the Jury, taken by simple majority, must be taken to the Board as a recommendation, the final decision will be taken by the Board.

6. Other committees or working groups can be set up if required.

7. Resolutions, proposals or decisions of the jury, the committees and working groups are recorded in minutes which have to be made available to all members of the international Jury and members of A.E.F.P..

Article 16

Signatures

1. Official undertakings made on behalf of the association are signed by the Secretary General and by the President. If one of them, or both, are unable to sign, two members of the Executive Committee can replace each of them. No further proof is needed of their authority to sign on behalf of the association.
2. All the financial documents and transactions of the A.E.F.P. have to be approved and signed by the Treasurer.

Article 17

Legal Actions

Legal actions, whether as plaintiff or defendant, are undertaken by the Secretary General or the President or another member of the Executive Committee designated by the President for this purpose.

Title V – General

Article 18

Amendment of the statutes of A.E.F.P.

Changing the articles of the statutes is a responsibility of the Board (Art. 8.3 j.). The quorum for a valid change of the statutes of A.E.F.P is two thirds of the ordinary members present or represented.

In the case the quorum of two thirds for a valid Board meeting cannot be followed, a new convocation has to be made. Then the amount of ordinary members present or represented by proxy of those attending suffices for the voting. In the latter case, a time limit for convocation is not necessary.

Article 19

Dissolution of the Association

The Board may decide the dissolution and the liquidation of the A.E.F.P. .

Possible net assets remaining, after liquidation, shall be assigned to a European wide working non-profit corporate body, non-profit association or foundation with a similar social, horticultural, or cultural aim.

Article 20

Special clause

Matters not catered for in the present articles and in particular the requirements relating to notices which fall to be published in the appendices of the Belgian Staatsblad-Moniteur Belge, shall be dealt with and made in accordance with the foresaid Belgian law regarding the non-profit associations, the international non-profit associations and the foundations.

Any other issues concerning A.E.F.P. will be decided in accordance with the authority provided in the articles of the Association.

Adopted by the General Assembly in Vienna, Austria, on February 8th 2015.

Signed:

**János Prutkay,
Secretary General**

**Herbert Titz
President**