

Constitution for Entente Florale Europe Company **Limited by Guarantee**

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF COMPANY

1. **Name**

The name of the Company is ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.

2. **Company type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. **Main Object**

The main object for which the Company is established and is the enhancement of the quality of life in urban and rural communities in Europe through landscape planning, design, construction, management, environmental education, tourism, and social/cultural improvements.

Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

3.1

To encourage 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 and rural planning and landscape policies in line with the European Landscape Convention (Florence, 20.10.2000).

3.2. To organize the European awards scheme “Entente Florale Europe” to promote a more liveable and sustainable environment with greener and more pleasant European cities, towns, and villages and to facilitate international contacts among the participants. A network of cities, towns and villages may further facilitate these contacts.

3.3. To encourage through this annual awards scheme, public authorities, private bodies, and individuals to cooperate, to modify and to beautify their cities, towns, and villages, thereby improving the quality of life for both inhabitants and visitors. The goal can be achieved by the planning and development of natural elements such as water, soil, trees, shrubs, herbaceous plants, ornamental plants, and flowers. Also important in this context is the development and maintenance of green spaces, natural areas, parks, gardens, and landscapes and by generally fostering appropriate development. All these actions are holistic and ecologically and environmentally important for biodiversity.

3.4. To promote landscape planning, design, and environmental management, (including horticulture), respect for the cultural heritage, environment, and tourism as the central characteristics of ‘Entente Florale Europe’. Each item is enhanced by this awards scheme.

4. **Powers**

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 4.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2 To undertake, accept, execute, and administer, without remuneration, any charitable trusts.
- 4.3 To establish and support or aid in the establishment and support of any charitable company or institution, trust, or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

- 4.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic, or otherwise, for financial funding of any kind.
- 4.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.7 Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 4.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 4.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection, or encouragement of its Main Object and to vary investments.
- 4.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- 4.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.14 To invest in such ways as shall seem desirable to the Director (Board Member)s (board members) any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 4.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 4.16 To draw, accept, make, endorse, discount, execute, issue, and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.18 To insure any or all of the Director (Board Members) against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

- 4.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare, and youth facilities generally.
- 4.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of the Income and Property clause hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 4.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 4.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Director (Board Member) be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 4.27 To found, subsidise, and assist any charitable funds, companies or institutions calculated to promote or assist the Main Object.
- 4.28 To establish and maintain links with international and national organisations having similar objectives.
- 4.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 4.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

5. Income and Property

5.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

5.2 No Director (Board Member) shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director (Board Member)) for any services rendered to the Company.
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Director (Board Members) or other members of the Company to the Company.
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director (Board Member)) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director (Board Member) in connection with their attendance to any matter affecting the Company.
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director (Board Member) may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

6. Additions, alterations, or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the

Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

8. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Income and Property clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. **Limited Liability**

The liability of the members is limited.

10. **Undertaking to Contribute**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges, and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF COMPANY

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The "**Company**" means the above-named Company.

The "**Directors**" means the Board members for the time being of Entente Florale Europe.

The "**Secretary General** " means any person appointed to perform the duties of the Secretary General of the Company.

The "**Seal**" means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and any other modes of representing or reproducing words in visible form.

ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE –
Articles

ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE - Articles
Co-ordinated version.

Adopted by the original Board of A.E.F.P. on the 11th January 2023.

Title I – Name, Head office and Aims

Article 1 Name of the Company

Article 2 Head office of the Company

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Title V – General

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Title I - Name, Head office and Aims

Article 1 - Name of the Company

1. The company is named: ‘ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE’
2. It is an international non-profit company, limited by guarantee governed by Irish Company Law, specifically the COMPANIES ACT 2014.
3. The acronym ‘ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE’ for the company can be used in all countries.
4. The official language in the meetings of the Company is English.

Article 2 - Head office of the company:

6 Coolamber Park, Knocklyon, Dublin 16, Eircode D16 Y1F7, Ireland.

Article 3 - Aims of the company

– see section 3.0 in the Memorandum of Association.

Title II – Members and Membership

Article 4 - Ordinary members

1. Ordinary members are national or regional organizations in European countries under whose aegis an award scheme or competition with comparable aims exists within their country.
2. Each country shall appoint one person to the board of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE. Where more than one national or regional company or organization is responsible for a national or regional competition, the different organizations shall appoint one ordinary member for the Board per country.
3. Application for membership is made by the said organizations to the President of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE. 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 ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE. The determination of the extent of this membership fee is a responsibility of the Board.

Article 5 - Associate Members, Public Bodies and Communities.

1. Associate Members

a) Are organisations and Enterprises from European nations, closely related to practice and education in environmental and landscape matters, horticulture, sustainability, heritage, and tourism, supporting the aims of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

b) Pay an annual participation fee to the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

The determination of the extent of this membership fee is a responsibility of the Board.

2. Public Bodies and Communities:

Public Bodies,

a) are Government agencies or local authorities interested in submitting their administrative area for assessment as part of the Entente Florale Europe competition.

b) Must pay a fee to ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE for the assessment process.

c) Must provide free transport, accommodation, and meals for Jury members during their visit, as is the case with ordinary members.

d) Must confirm that they will undertake mentoring in advance of the Jury visit.

Communities,

a) Are Non-Governmental Agencies (NGO's), Corporate bodies or locally based formal groups, such as cities, towns, and villages, interested in submitting a project on their territory' with which they have been involved, for assessment as part of the Entente Florale Europe award scheme.

b) Must pay a fee to ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE for the assessment process.

c) Must provide, free transport, accommodation, and meals for jury members during their visit, if not done during a jury visit to a municipality.

d) Must confirm that they will undertake mentoring in advance of the jury visit.

Public Bodies and local communities in countries that are not an ordinary member of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE or do not have associate membership, may apply to ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE to have an assessment carried out by the jury of Entente Florale Europe. It is a matter for the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE board to decide on the application and the level of fee.

Public Bodies and Communities involved in the Entente Florale Europe award scheme may use the official logo of the competition 'Entente Florale Europe' (see article 6).

Article 6

Rights and obligations of the members

1. Ordinary members,

a) Shall nominate a representative for the board of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE and the international Jury of Entente

Florale Europe. The board representative may also be a member of the jury. All jury members shall have a wide professional expertise to ensure competence in the assessment and application of the competition criteria.

b) Have the right to vote in the Board and to appoint a Vice-President and the subsequent President of the company in a successive order. One European country can have only one vote in on the Board. Only the Board member has the right to vote.

c) Must be committed to support the policy and set out the strategy of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE to support all decisions and resolutions of the Board and to pay an annual membership fee.

d) If a member does not send a participant to the competition, it can apply to remain a dormant member of EFE for that year. No membership fee is liable for this. Dormant membership can be granted for a maximum of one year. For this year the national organisation has no rights or obligations to EFE. Participation in Board meetings can be only as a guest.

e) Ordinary members, paying a membership fee, have the right to call their national or regional competition ‘Entente Florale’ plus the name of their country and use the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE - logo.

Official logo of the awards scheme: ‘ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE’



2. Associate members

Associate members, paying an annual membership fee, shall have the right to participate in Board meetings of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE with one representative, in a consultative capacity without voting rights.

Associate members may use the official logo of Entente Florale Europe.

Article 7

Termination of membership and dissolution

Membership of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE shall end either by resignation, by exclusion or by dissolution of the company:

Resignation:

Ordinary and associate membership can be terminated by written notice to the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE President on or before the 31st December of the respective year.

Exclusion:

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

- the membership fee is not paid for the running/current 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 company:

All memberships end following the dissolution of the company (article 19).

On ceasing to be a member of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE, the ordinary members have no rights in respect of the Company's funds or even a part thereof.

The resignation, the exclusion, or the dissolution of the company ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE has to be approved by the Board (article 8).

Title III – Board and General Assembly (G.A.)

Article 8

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

1. All 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 provides the official national vote to the Board. Only the board member may sign documents of the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE in the name of his/her national or regional organizations. All ordinary members have one vote in the Board.

2. A General Assembly (GA) or the directional body of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE is a meeting of all the board members and jury members of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

3. The ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE Board has the following principal responsibilities.

- 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, assessment fees for public bodies and communities or any other funding,
- e) Approval of accounts and budgets,
- f) Adoption of the Treasurer's Report.
- g) Approval of membership applications.
- h) Approval of membership resignation, or dismissal from the Board and E.C.
- i) Determination of location and date of the annual Awards Ceremony of the Entente Florale Europe competition of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.
- j) Amendment and approval of the Articles of the Company, internal Bye Laws and Regulations
- k) Dissolution of the Company.
- l) Final approval of the International Adjudication Panel Report and Decisions.

4. On invitation by the Board, members of the international Entente Florale Europe Jury (article 15) or a representative person can participate at a Board meeting in a consultative capacity without voting rights.

5. The Board has the right to meet in private session, without anyone else being present.

Article 9 - Board Meetings

1. The Board holds at least one Annual General Meeting (AGM) per year. The proposed invitees to the meeting, should be circulated with the agenda 21 days in advance by electronic means by the Secretary General. The meetings are convened by the President of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.

2. A special 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). If this cannot be achieved a new meeting arrangement has to be put in place. Then the number of ordinary members present or represented by proxy suffices for the voting. In the latter case, a time limit for arranging the meeting 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 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). If a board member is unable to attend and vote at a meeting, he/she can appoint a substitute with a letter of proxy, who is then authorised to attend and vote

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 rights on the Board.

3. The Jury chair has voting rights on the Executive Committee (article 15). If the jury chair is also a member of the Board, she/he have one vote on the Board.

4. 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 company (Article 19) requires a majority of three quarters.

5. The chairing President has a casting vote in the Board in the case of a split decision.

6. Amendments to the articles and changes in the composition of the Board will take effect only after a full meeting of the board and in accordance with Irish Law. (see Article 1).

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

Title IV – Administration

Article 11 - President, President Elect and Former President

1. The Company has a President and two deputies, one President Elect or incoming President, and one Former President or outgoing President. These three appointments shall be affirmed by the Board from amongst the representatives of the ordinary members with voting powers.

2. The President Elect serves a two-year period before becoming President.
3. The term of office of the period of Presidency is two years, with an additional two years beforehand as President Elect, two years as President and two years afterwards as Former President. Each successive incoming President Elect shall be from a different country. The order of succession by country is according to the internal bye-laws. The function of President is separate to 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 where,
 - the member is not ready to assume the presidency because of internal national or personal reasons
 - the member cannot or will not assume the duties set out in Article 6.
5. The President represents the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE and chairs meetings of the Board and the Executive Committee.

If the President is not available for any period, his/her role can be fulfilled by the President Elect or the Former President, in that order. In all cases, they shall be required to speak fluent English without the need for a translator.
6. Approval of the termination or the dismissal of the President, President Elect and Former President.

The function and period of office of the above officials is outlined in article 11.3 and can be modified by a decision of the board.
The Board is authorized, if necessary, to dismiss any of these officials with a two thirds majority decision.

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 EFE for a period of two years, renewable. Deselection is possible.
2. He/she is a member of the Executive Committee with voting rights. If the Treasurer is also a member of the Board, he/she shall have one vote on the Board.
3. The Treasurer is responsible for the annual budget, the accounts of the company and for monitoring and adherence to the terms of the budget. The Board approves the annual incomes and expenditures of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE (Article 8).
4. The financial year begins January 1st and ends December 31st each year.
5. The Treasurer, the President, and the Secretary General may not be from the same country.
6. There are 2 Cash Auditors who do an annual control of the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE accounting and report directly to the Board and Treasurer.
7. The Cash Auditors are elected by the Board from amongst the jury members of EFE. The function of Cash Auditor is for a period of two years and is restricted to an examination and commenting on the accounts.
8. Approval of the termination or the dismissal of the Treasurer.

The termination of the function of Treasurer is stipulated in article 12.1.

The Board is authorized, if necessary, to dismiss the Treasurer. In this case, the decision of the Board shall require a majority of two thirds.

Article 13 - Secretary General (S.G.)

1. The Secretary General shall be appointed by the Board for a period of 6 years, which can be renewed within that period. The Secretary General provides a continuity in the policy and management of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

2. He/she is a member of the Executive Committee with voting rights. He/She is not a Board Member.

3. He/she is responsible for the active daily business of the Company. In accordance with the President (Art.11) or another Board member, he/she is a formal representative of the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE in accordance with 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.

The Board is authorized, where deemed necessary, to dismiss the Secretary General by a two thirds majority decision.

Article 14 - Executive Committee (E.C.)

1. The company is governed by an Executive Committee (E.C.). The Executive Committee organizes the daily management of the Board of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE and holds a minimum of two meeting per year. The date and time of meetings together with the agenda must be circulated 7 days in advance. The meetings are convened by the President of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE

2. Permanent members of the Executive Committee with voting power in the E.C. are:

- the President, President Elect, Former President by virtue (Art.11)
- the Treasurer by election (Art. 12)
- the Secretary General by appointment (Art. 13)
- the Chairperson of the EFE Jury by function (Art 10 and 15).
- All members of the E. C. may participate in Board meetings.

3. The E.C. can co-opt a maximum of two persons as consultants, by simple majority for special purposes or projects. Such persons have no voting rights and can be appointed or dismissed by a simple majority decision of the E.C.

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

- factual and organizational preparation of the annual Board assembly and other meetings of the Company,
- draft of the annual budget and account results,
- preparations for the annual award ceremony in company with those ordinary members involved,
- management of the day-to-day business of the Company,
- management of the international Jury of EFE, in consultation 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 powers, one of whom shall be the President, President Elect or Former 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 of the Board and Jury.

7. All reasonable costs associated with attendance at Executive Committee meetings will be borne by EFE, subject to the prior approval of those costs by the Secretary General, in consultation with the Treasurer. In the case of Board or General Assembly meetings, such costs will remain the full responsibility of Ordinary Members.

Article 15 - International Jury, committees and working groups

1. The awards scheme "Entente Florale Europe" is the principal means through which the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE achieves its aims (Article 3). Hence an assessment Jury, to which each national member body appoints their Jury Members, that has the status of a permanent standing committee.

2. The Jury is empowered to elect its own chairperson and vice-chairpersons. The Chairperson is a member of the Executive committee by function. In conjunction with article 10.3 he/she is empowered to vote on the Executive Committee and on the Board by function (only when she/he is a Board member as well).

The duration of the function of Chairperson and Vice-chairpersons of the Jury is 2 years with eligibility to be re-elected. The term can be extended by a decision of the Board where necessary.

The Board is authorized, if necessary, to dismiss the Chairperson or Vice-chairpersons by a two thirds majority decision.

3. The international Jury of EFE 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 cities, towns, and villages. Members of the Board of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE can take part in the Jury meetings without voting rights.

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 must be made available to all members of the international Jury and members of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.

Article 16 - Signatures

1. Official undertakings made on behalf of the Company 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 Company.

2. All the financial documents and transactions of the ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE must 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 ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.

Changing the articles is a responsibility of the Board (Art. 8.3 j.). The quorum for a valid change of the statutes of EFE is two thirds of the ordinary members present or represented. Where, the quorum of two thirds for a valid Board meeting cannot be followed, a new meeting arrangement must be made. 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 arranging a date and time for the meeting is not necessary.

Article 19 - Dissolution of the Company

The Board may decide on the dissolution and the liquidation of ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE.

Possible net assets remaining, after liquidation, shall be assigned to a European wide, not for profit Company or Foundation with similar social, horticultural, or cultural aims.

Article 20 - Special clause

Any other issues concerning ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE will be decided in accordance with the authority provided in the Articles of the Company.

Adopted by the EFE General Meeting on October 24th 2024.

MEMBERS

2. For the purposes of registration, the number of members of the Company is taken to be 4 but the Company may from time to time register an increase of members.
3. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors (Board Members) shall from time to time admit to membership and as shall sign a written consent to become a member.

RIGHTS OF MEMBERS

4. Membership of the Company is not transferable and shall cease if the member resigns by serving notice in writing to the Director (Board Member) of the Company at its registered office.

GENERAL MEETINGS

5. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Director (Board Member)s and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
6. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
7. Directors (Board Members) may, whenever they think fit, convene an extraordinary general meeting.
8. If, at any time, there are not sufficient Directors (Board Members) capable of acting to form a quorum, any Director (Board Member) of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Director (Board Member).
9. The Director (Board Member) of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
10. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
11. If the Directors (Board Members) do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than

50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

12. Any reasonable expenses incurred by the requisitionists by reason of the failure of Directors (Board Members) duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors (Board Members) as were in default.
13. For the purposes of Articles 10 to 13, the Directors (Board Members) shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
14. A meeting convened under Articles 10 or 12 shall be convened at a date as close as possible to that in which other meetings are to be convened by Directors (Board Members).
15. The chairperson of the board of Directors (Board Members), The President of EFE, shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President at the time, or one of the Directors (Board members) should be chairperson of the meeting.
16. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. Unless a poll is demanded in accordance with Article 38, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the President and/or chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the President or chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

20. A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice.
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
21. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
- (a) all the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
22. Where notice of a meeting is given by digital means to any member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following sending.
23. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
24. The notice of a meeting shall specify:
- (a) the place, date and time of the meeting.
 - (b) the general nature of the business to be transacted at the meeting.
 - (c) in the case of a proposed special resolution, the text or substance of that

proposed special resolution; and

- (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend, and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member.
 - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

VOTES OF MEMBERS

26. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
28. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

PROXIES

29. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
30. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

31. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time: -
- (a) 48 hours before the time for holding the meeting or adjourned meetings at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
32. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
33. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[ENTENTE FLORALE EUROPE COMPANY LIMITED BY GUARANTEE]
(the “**Company**”)

[Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows: -

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date]

VOTING ON A POLL

34. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
35. A demand for a poll may be made by:
 - (a) the chairperson of the meeting.
 - (b) at least three members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
36. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 39, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
37. A poll demanded regarding the election of a chairperson or on a question of adjournment shall be taken forthwith.
38. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
39. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.
40. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes: -
 - (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

DIRECTORS (BOARD MEMBERS)

41. The number of Directors (Board Members) shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than 7. The first Director (Board Member) shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
42. No remuneration shall be payable under any circumstances to any of the Directors (Board Members) in respect of services as Director (Board Member), or on any

Committee of the Director (Board Member) to which the Director (Board Member) may delegate powers under Article 64. The Director (Board Member) may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors (Board Members) or any committee of the Directors (Board Members) or general meetings of the Company or otherwise in connection with the business of the Company.

43. The business of the Company shall be managed by the Directors (Board Members), who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors (Board Members) which would have been valid if that direction had not been given.
44. Without prejudice to Section 40 of the Act, the Directors (Board Members) may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors (Board Members).
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors (Board Members) shall from time to time by resolution determine.
46. The Company shall cause minutes to be entered in books kept for the purpose: -
 - (a) of all appointments of officers made by the Directors (Board Members);
 - (b) of the names of the Directors (Board Members) present at each meeting of the Directors (Board Members) and of any committee of the Directors (Board Members);
 - (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors (Board Members) and of committees of the Directors (Board Members).

POWERS OF ATTORNEY

47. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS (BOARD MEMBERS)

48. In addition to the circumstances set out in section 148(2) of the Act, the office of Director (Board Member) shall be vacated if a Director (Board Member) ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

SECRETARY GENERAL

49. The Secretary General shall be appointed by the Directors (Board Members) for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary General so appointed may be removed by them.
50. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director (Board Member) and the Secretary General shall not be satisfied by its being done by or to the same person acting both as Director (Board Member) and as, or in place of, the Secretary General.

SEAL

51. The seal shall be used only by the authority of the Directors (Board Members) or of a committee of Directors (Board Members) authorised by the Directors (Board Members) in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director (Board Member) of it or by some other person appointed for the purpose by its Directors (Board Members) or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary General or by a second Director (Board Member) of it or by some other person appointed for the purpose by its Director (Board Member) or by a foregoing committee of them.

ACCOUNTS

52. The Directors (Board Members) shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
53. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors (Board Members) think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
54. The Directors (Board Members) shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the

financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors (Board Members). No member (not being a Director (Board Member)) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors (Board Members) or by the Company in general meeting.

55. The Directors (Board Members) shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors (Board Members)' report in relation to it and the statutory auditor's report on those financial statements and Directors (Board Members)' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
56. A copy of the statutory financial statements of the Company, the Directors (Board Members)' report in relation to it and that statutory auditor's report on those financial statements and Directors (Board Members)' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

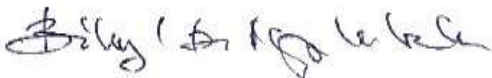
57. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

58. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers
--



Prof, Ildikó Réka Nagy, President AEFP.

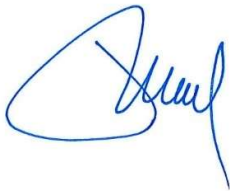
**AEFP Board Member Hungary.
Szent István University,
Department of Garden Art and Techniques,
35-43 Villányi Str H-1136, Budapest**



**Dr Rüdiger Paul Kirsten
AEFP Board Member Germany.
Schubertstr. 10 DE - 99096 Erfurt**



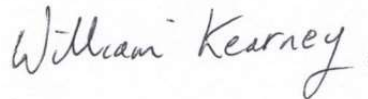
**Dr Christy Boylan
AEFP Board Member Ireland.
3 Glenville Green, Clonsilla, Dublin 15, Ireland**



**Mr. Jarek Brzák
AEFP Board Member Czechia.
Landscape Architect
Vodni 274, CZ - 783 44 Namest na Hane**

Dated this 27th day of October 2024

Witness to the above signatures: -



Address of the witness

6 Coolamber Park, Knocklyon, Dublin 16, D16Y1F7.