

**Statutes**  
**EUROPEAN GREEN CITIES ApS**  
**EGC**

**1. GENERAL PROVISIONS.**

1.1. The name of the Network is "European Green Cities" (EGC)

1.2. The Network is a legal body in accordance with the laws of Denmark; it shall be liable for its obligations only to the extent of its assets; it shall have economic, financial and organizational independence, may act as plaintiff and defendant at the courts or at tribunals.

1.3. The Network's corporate seat is Aarhus and Copenhagen, Denmark

**2. OBJECTIVES.**

***Mission***

2.1 The Mission is primarily the forming of a Network with members, who are willing to share and discuss views and experiences, corresponding with the thematically focus points (see below)

2.2. For this purpose EGC will publish a newsletter, organize web-meetings and webinars, establish an Info-Link and its own Website.

***Thematically Focus points***

2.3. The aim of the Network is to identify and develop good practice in all aspects of sustainability involved in or affecting the provision, management and servicing of housing and urban planning. The Network supports the environmental sustainability, e.g.:

- energy efficiency.
- energy supply.
- energy generation, storage and use.
- water consumption and recycling.
- green spaces.
- healthy buildings and the elimination of dangerous materials.
- all matters concerning environmental sustainability.

2.4. Network members believe that it is essential to involve tenants, owners and part-owners in the implementation of plans in relation to these subjects, and the Network will develop models for doing so, promoting environmental sustainability by educational awareness to clients.

2.5. The Network also recognises the need for affordable warmth to be available to everyone and particularly to those with low incomes.

2.6. The Network intends to lobby European, international and national authorities for resources and policies which will enable and promote the development and execution of good sustainable practices in the provision, management and servicing of housing and urban planning.

2.7. The Network will try to develop a common base of knowledge on low energy and sustainable housing on the basis of existing experience and new innovative projects and will concentrate on both new build and refurbishment as well as energy renovating of the existing housing stock.

2.8. The Network will operate by exchanging experience and disseminating information obtained through innovative actions taken by members of the Network. The dissemination will take place through joint projects and by the organisation of conferences, seminars and study visits.

2.9. The Network intends to co-operate with the European Union (EU) on "Green Issues" including energy conservation. Its members note that many current forms of activity and development are not environmentally sustainable, and the Network endorses, accordingly, the general objective of progressively orientating human activity and development towards sustainable forms. In carrying out common activity and individual projects initiated by members, the Network will:

- seek to bring about significant changes in current patterns of development, production, consumption and behaviour so as to achieve sustainable development.
- liaise with the relevant EU authorities where possible so as to try to obtain financial support.
- identify and support those EU programmes which have a relevance to the Network's objectives and field operation.
- present a series of linked or joint projects to the EU within the frameworks of EU programmes

### **3. MEMBERSHIP CRITERIA.**

3.1. The Network is a group of Housing Associations, Local Authorities and Consultants working with energy efficiency and savings in housing, urban planning and with other aspects of environmental sustainability within the European Union. The Network may also involve organizations from other countries which have applied for membership of the EU or whose energy or other sustainable policies and practices are relevant to the countries of the EU.

3.2. The members are those organizations which are signatories to these rules and any organization subsequently admitted to membership by the Executive Committee (EXCO).

3.3. The members shall pay an annual subscription to be determined each year at the Annual General Meeting (AGM) as hereinafter described.

3.4. The members must behave properly and cooperate friendly. They support each other and share information of common interest.

3.5. Failure to pay membership subscriptions within three calendar months of a written request by the Network Manager shall result in an automatic cancellation of membership without prejudice to the right of the Network or the Network Manager to demand performance of any outstanding obligation or any contractual commitment, financial or otherwise, which may have been entered into.

### **4. GENERAL MEETINGS.**

4.1. Before the 1<sup>st</sup> November the members of the Network will hold an Annual General Meeting (AGM) in conjunction with a webinar/seminar. The business to be conducted at the AGM shall be notified to members by the EXCO Chairman at least fourteen days in advance of this meeting and shall include the following matters to be decided by a simple majority vote of the members present at the AGM (for this purpose three organization members shall constitute a quorum). Votes can be cast by proxy if received by the Chairman no later than forty-eight hours in advance of the meeting:

- the appointment of chairman of the AGM.
- the approval of the annual accounts.
- the presentation by the EXCO of an annual budget for the approval of the members.
- the determination of an annual subscription.
- the election of an EXCO.
- the establishment or recognition of projects or other activities set up since the last AGM and the receipt of reports of projects or activities since the last AGM.
- Discussion and decision of new activities

4.2. Standing Committees will be formed by members joining the Committees at the AGM/EGM or announcing before the AGM/EGM that they will join the Committees. All Committees make a members list presented at the AGM/EGM.

4.3 All members can join the Committees, provided that they work for the Committee goals/tasks, and all members are entitled to know the level and quality of activities in the Committees.

4.4. All matters shall be decided by a simple majority vote of the members present.

4.5. An Extraordinary General Meeting (EGM) can be notified at any time in the same way as the AGM.

### **5. THE EXECUTIVE COMMITTEE (EXCO).**

5.1. The Executive Committee (EXCO) is responsible for coordinating the activities of the Network.

5.2. The EXCO will be made up of three (3) members of the Network.

The EXCO shall consist of no more than one person from each of the countries represented within the membership of EGC. All EXCO members shall serve until the next AGM following their appointment. In the event of the resignation of an EXCO member a new member will be elected at the next AGM - Ordinary or Extraordinary

5.4. The EXCO shall meet at least twice in any calendar year. The meetings shall be notified to the EXCO members by the Chairman at least fourteen days in advance of a meeting and shall include an agenda and necessary documents.

5.5 Minutes of the meetings will be published and circulated to all members within 2 months after a meeting.

#### **6. THE TREASURER.**

6.1. The EXCO shall elect a Treasurer from amongst its members. The Treasurer must be disposed to serve as Treasurer for a period of at least two years, unless he/she is not re-elected at the AGM/EGM.

6.2. The Treasurer is responsible for the financial control of the Network funds.

6.3. The Treasurer reports financial matters at the AGM.

#### **7. DAY TO DAY ADMINISTRATION.**

7.1. The EXCO have the authority to contract out Network Management to carry out all the day to day activities. including i.e. setting up bank accounts and internal audit procedures, accounting procedures, monthly report procedures, Annual final account procedures and present all the above to the EXCO for approval.

7.2. The Network Manager will be responsible for overall administration, finance and information in partnership with the EXCO. The main responsibilities for the Network Manager will be:

- administration: conduct correspondence with the EXCO, the members and other parties, reporting to the EXCO, establish procedures for reporting to the EXCO and the members, organise and attend EXCO-Meetings and AGM and any EGM and take all actions arising from meetings in the Network.
- finance: set up a subscription list and follow payments, bank account, legal papers, administer bank account and prepare accounts/reports - all in line with the procedure set up by the EXCO and in conjunction with the Treasurer.
- information: coordinate and produce a monthly newsletter to all members, advise members and non members on their liabilities in relation to these statutes, participate in and organise the process of dissemination as determined by the EXCO, organise and coordinate the completion of work by project sub Committees and others, disseminate information related to the activities of the Network and assist in the coordination of formal applications for subsidies and grants, notifying all members of the parameters of the subsidies.

7.3. The individual members of the Network shall not be personally or corporately liable for the obligations according to the contract with the Network Manager (see chapter 1.2.).

#### **8. ACCOUNTS AND AUDITING.**

8.1. The fiscal year is the same as the calendar year (1.1-31.12).

8.2. The Treasurer will present the Annual Accounts and shall control and monitor the Network's financial activities.

#### **9. LIQUIDATION OF THE NETWORK.**

9.1. The Network may be liquidated upon a simple majority decision of any AGM/EGM with 75% of the members present. Any assets held by the Network at the time of liquidation will be disposed of the simple majority decision of the AGM/EGM.

9.2. If the AGM/EGM does not have a quorum, a repeat AGM/EGM shall be called within 30 days of the originally notified date of such meeting. Such repeat AGM/EGM shall have the authority to decide the liquidation irrespective of the number or percentage of members in attendance.

#### **10. MEMBER'S OBLIGATIONS.**

10.1. The members pay the subscription according to these regulations, and that is their only liability.

10.2 No member of the Network shall be personally or corporately liable for the performance of any contract entered by EGC. There will be no joint or separate liability for any member.

10.3. The Network shall be liable for its obligations only to the extent of its assets.

**11. RESPONSIBILITY.**

11.1. Fiscal documents of the Network will only be valid when countersigned by the Chairman and the Treasurer or their empowered persons.

11.2. The EXCO can delegate authority to EGC members or professionally qualified individuals to act and make transactions according to management regulations, made by the EXCO.

Aarhus, 09/03/2018