



## EFC Governing Council: role, rights and responsibilities

**November 2014**

### **The EFC Governing Council**

The Governing Council, consisting of up to 30 members, is the body responsible for guiding the strategic and programmatic work of the EFC.

Members of the Governing Council are elected by the General Assembly of EFC members for a term of three years. Members of the Governing Council are legal entities holding EFC membership. Each organisation on the Governing Council is represented by an individual, who will attend meetings and act as the main point of contact for all EFC Governing Council business.

### **Rights and responsibilities of members of the Governing Council**

#### **General responsibilities**

- Participate in the **strategic development and strategic decision making** for the Association.
- **Attend and participate in meetings** of the Governing Council which generally meets twice yearly, once in November (in Brussels) and once in May/June, within the framework of the EFC's Annual General Assembly and Conference. Member organisations should endeavor to send their official EFC representative (or an individual in lieu) to all meetings.
- **Cover their own expenses** related to their mandate. Remuneration is not foreseen.

#### **Specific tasks/decisions to be taken by the Governing Council according to the EFC articles of association**

- The Governing Council appoints members of the **Nomination Committee**.
- The Governing Council appoints the members of the **Audit Committee**.
- The Governing Council is consulted by the Nomination Committee before a slate for **Management Committee** is submitted to the General Assembly for election.
- Any **transaction binding the Association** shall be signed by two members of the Governing Council acting jointly, by one member of the Governing Council and the Director of the Association acting jointly, or by the Director of the Association acting alone, if within the scope of her/his authority, which persons need not offer proof of their authority to third parties.
- The Governing Council may **temporarily fill a vacancy on the EFC Management Committee** if the seat of a member of the Management Committee becomes vacant before the expiration of its term, until a new member of the Management Committee is appointed by the General Assembly.
- The Governing Council shall **delegate to the Management Committee** the authority to take decisions concerning operational and urgent matters that cannot wait to be handled by the full Governing Council and decisions implementing resolutions adopted by the full Governing Council.
- The Governing Council shall **appoint a Director** who shall be the *ex officio* Secretary of the Governing Council. He/she may be dismissed by the Governing Council in accordance with the terms of her/his contract with the Association.
- The financial year shall begin on January 1st and end on December 31st of every year. The Governing Council shall every year **submit the accounts for the previous year**, after they

have been audited by a registered accountant and the **budget for the coming financial year** to the General Assembly for its approval.

- Any proposal to **amend the Articles of Association** or to **dissolve** the Association must emanate from the Governing Council or from two-thirds of the Members of the Association. In the event of such a proposal, the Governing Council shall inform the Members of the Association thereof, at least three months before the date on which the General Assembly shall meet to discuss said proposal.
- The Governing Council may decide by a simple majority vote, to establish, amend, or abolish all or part of the **Internal Rules of the Association**.

#### **Decision making process in the Governing Council**

- The Governing Council may **validly deliberate only if at least one-half of its members are present or represented**. Members of the Governing Council may be represented by a proxy, who must also be a member of the Governing Council, at a meeting of the Governing Council. No member may represent more than three others.
- The **resolutions of the Governing Council shall be adopted by a simple majority** of the votes cast by the members present or represented (In case of a tie vote, the EFC Chair shall have the deciding vote).

#### **Term of office of members of the Governing Council**

- Members of the Governing Council are **elected by the General Assembly of EFC members** for a **term of three years**. Members elected to the Governing Council may stand for re-election and serve a **second consecutive term**. When a member's second consecutive term on the Governing Council is due to end, a member of the Governing Council may not stand again for re-election – they must take a **“one-year break”** from service on the Governing Council before they will be eligible to stand again for election to this body.
- A member organisation **may resign at any moment**. If a member of the Governing Council is **absent for more than three consecutive meetings** the position in the Governing Council comes to an end. Members of the Governing Council **may be dismissed by the General Assembly with a two-thirds majority vote** of the members of the Association present or represented.
- If the seat of a member of the **Governing Council becomes vacant** before the expiration of its term, the **remaining members of the Governing Council may temporarily fill such vacancy** until a new member of the Governing Council is appointed by the General Assembly.