

**EUROPEAN FOUNDATION CENTRE AISBL/  
CENTRE EUROPÉEN DES FONDATIONS AISBL  
INTERNAL RULES OF THE ASSOCIATION**

**Approved by EFC Governing Council, 15<sup>th</sup> March 2012**

**Preamble**

The European Foundation Centre is an international association of foundations and corporate funders dedicated to creating an enabling legal and fiscal environment for foundations, documenting the foundation landscape, strengthening the infrastructure of the sector, and promoting collaboration, both among foundations and between foundations and other actors, to advance the public good in Europe and beyond.

The Centre is an independent international not-for-profit association under Belgian law. Ultimate authority vests in the EFC Annual General Assembly of Members, with governance entrusted to an elected Governing Council, supported by a Management Committee.

Membership of the Centre implies commitment to the EFC brand. Members agree to adhere to the principles and objectives set out in the Prague Declaration, and the [EFC Principles of Good Practice](#) endorsed by members and revised and updated on an ongoing basis.

**1. Admission of new Members of the Association**

The admission of new Members of the Association shall be approved by the Management Committee by a simple majority vote of its members.

All new applications for membership shall be submitted in writing to the Management Committee together with a profile of the applicant organisation, providing details on the organisation's purpose, activities, programmes, and trustees or board of directors. The applicant organisation shall also provide its latest published annual report and statutes.

The applicant organisation will be notified by the Association of the decision of the Management Committee.

All Members must conform to the criteria mentioned in Article V of the Articles of Association" i.e., membership of the Association shall be open to individual grant-making and operational funders, European foundations, trusts and corporate citizenship programmes; and global funders with their own funds or regular source of income which operate or plan to develop European funding programmes and initiatives.

Members of the Association may be dismissed by a two-thirds majority vote of Governing Council members present or represented at a meeting at which such a decision is taken.

## **2. Membership dues**

Members of the Association shall pay annual membership dues.

Members shall be subject to a minimum annual membership fee, which shall be determined and may be modified by the General Assembly upon recommendation of the Governing Council.

The General Assembly on 28<sup>th</sup> May 2011 agreed that the minimum annual membership fee shall amount to:

€5,000

Members are encouraged to make a voluntary proportional membership contribution in addition to the €5,000, based on their expenditures or assets.

New Members who join the EFC as of 1<sup>st</sup> January 2012 may pay a membership fee of €4,000 for the calendar year 2012. As of January 2013, they will be asked to pay the minimum annual membership fee of €5,000.

Special arrangements can be made on a case-by-case basis.

## **3. Appointment and dismissal of the members of the Governing Council**

Members of the Governing Council may be appointed by a simple majority vote of EFC members present or represented at a General Assembly at which such a decision is taken. Members of the Governing Council are appointed for a period of three (3) years, which may be renewable once.

Subject to the agreement of the General Assembly by a simple majority vote, new Members may be appointed to the Governing Council at the end of any three-year period, or in special circumstances during a three-year period, by the General Assembly upon recommendation of the Nomination Committee after the latter has consulted the Governing Council.

There will be a maximum of 30 members on the Governing Council (minimum is 14). Only Members of the Association are eligible to serve on the Governing Council and to vote in elections for its members.

The decision of the General Assembly to appoint new Members to the Governing Council shall take into consideration the need to ensure a balance of gender, geographic regions, as well as sizes and types of organisations that are represented.

Members of the Governing Council may be dismissed by a two-thirds majority vote of EFC members present or represented at a General Assembly at which such a decision is taken.

## **4. Appointment and dismissal of the members of the Management Committee**

Members of the Management Committee may be appointed by a simple majority vote of the General Assembly present or represented at a meeting at which such decision is taken. Members of the Management Committee are appointed for a period of three (3) years, which may be renewable once. The Chair may not be re-appointed in the position of Chair.

The Management Committee is composed of seven (7) individuals representing members of the Governing Council, including the Chair, the Vice-Chair, and the Treasurer of the Association and four additional individuals. Only Members of the Governing Council, which have served at least one year on the Governing Council may be represented on the Management Committee.

Subject to the agreement of the General Assembly by a simple majority vote, new Members may be appointed to the Management Committee at the end of any three-year period, or in special circumstances during a three-year period, by the General Assembly upon recommendation of the Nomination Committee, which consulted the Governing Council.

Members of the Management Committee may be dismissed by a two-thirds majority vote of EFC members present or represented at a General Assembly at which such a decision is taken.

## **5. Nomination Committee**

The Nomination Committee has the mandate to monitor the composition of the Governing Council, Management Committee and Chairs/Vice Chairs of EFC programmatic committees. The Nomination Committee should ensure a balance of gender, geographic regions, as well as sizes and types of organisations that are represented in EFC governing bodies. The Nomination Committee should also take into account involvement within the EFC.

### -Governing Council election

The Nomination Committee will prepare a list of candidates for the Governing Council for election by the General Assembly after consulting with the EFC Governing Council and the broader EFC membership. The Nomination Committee has the mandate to co-opt candidates for two of the open seats on the Governing Council each year.

### -Management Committee election

The Nomination Committee will prepare a list of candidates for the Management Committee Members for election by the General Assembly after consulting with the EFC Governing Council.

### -Chairs of EFC Programme Committees

The Nomination Committee will give recommendations for the Chairs of the Programme Committees, which will be decided upon by the Management Committee after consulting with the Programme Committees. The Chairs of the Programme Committees should be appointed for a period of three years unless otherwise decided.

The Chair of the Nomination Committee reports to the General Assembly and has an *ex officio* position on the Governing Council.

The Nomination Committee is appointed by the Governing Council for a period of three years unless decided otherwise.

## **6. Audit Committee**

The Audit Committee will continually assess the financial situation of the EFC and will make recommendations to the Governing Council based on such assessments.

The Audit Committee is appointed by the Governing Council for a period of three years unless otherwise decided.

The Chair of the Audit Committee reports to the General Assembly and has an *ex-officio* position on the Governing Council.

## **7. Reserve Fund**

Members of the Association shall set up a Reserve Fund to provide a social fund for staff commitments and to give cash flow potential. Members of the Association may contribute to this Reserve Fund

## **8. Independence of the Association**

In the performance of their duties, the Director and the staff of the Association shall neither seek nor receive instruction from any governmental or other authority external to the Association. They shall refrain from any action which might prejudice the purposes of the Association.

## **9. Amendment of the Internal Rules of the Association**

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.