

EUROPEAN LANDSCAPE CONTRACTORS ASSOCIATION

ARTICLES OF ASSOCIATION - ELCA - STATUTES

§1 "Name, registered office, business year"

1. The name of the association is: EUROPEAN LANDSCAPE CONTRACTORS ASSOCIATION, hereafter referred to as "ELCA". The registered office of the ELCA is established at:
De Molen 30
3994 DB Houten
Postbus 1010, 3990 CA Houten
The Netherlands
2. The business year is identical with the calendar year.
3. The official languages of the ELCA are English, German and French. The official conference language is English.

§ 2 "Aims and functions of the ELCA"

1. Promotion of all activities, which serve the reputation and the importance of garden, landscape and sports ground construction within Europe.
2. Protection and representation of all important interests of the companies of the European landscape industry.
3. Promotion of the co-operation with other organizations having similar aims, among others also of the knowledge transfer in and from countries outside Europe.
4. Promotion of a mutual exchange of information and experience for the benefit of the companies of the European landscape industry in the form of congresses, seminars and meetings.
5. Informing the public about ELCA's aims and activities as well as about garden, landscape and sports ground construction within Europe.
6. Exchange of ideas about internal structures of organization in order to get the highest possible degree of organization of landscape contractors' companies within the national associations.
7. Support the national associations concerning the preparation and co-operation of exhibitions and events in the field of the garden, landscape and sports ground contracting business of international importance.
8. Promotion of training young people in the profession and mutual exchange of young qualified landscapers.
9. Support any other steps considered necessary to achieve the aims of the ELCA.



§ 3 "Membership"

1. All national associations of landscape contractors in Europe may become members of ELCA ("Regular Members"). It is prerequisite that it is a registered association with statutes. However, only one national association from each country in Europe may acquire membership.
2. Non-European national landscape contractors associations and other associations affiliated with the profession may become associated members ("Associated Members").
3. Regular Members and Associated Members are hereafter jointly referred to as "Member Associations".
4. Applications for membership must be made in writing directed at the ELCA-office.
5. The Presidium decides upon membership .
6. All members are committed to recognize and observe the Articles of Association of ELCA as well as any other resolution passed by any of the ELCA bodies.

§ 4 "Termination of membership of a Member Association"

1. Membership of a Member Association terminates with:
 - a) dissolution of a Member Association, or
 - b) resignation on the part of a Member Association, or
 - c) cancellation of membership by ELCA, or
 - d) expulsion by ELCA.
2. The resignation on the part of a Member Association is only possible and will only be effective as of the end of the business year provided that a resignation letter has been sent by the Member Association concerned to and received by ELCA office no later than the thirtieth of June of the year concerned.
3. Cancellation of one's membership by ELCA is possible with effect as of the end of a business year, provided the ELCA-Presidium has informed the Member Association concerned by registered letter of the decision of the ELCA-Presidium no later than the thirtieth of June of the year concerned.

Cancellation is possible:

- a) if the Member Association obstructs ELCA's activities or impairs ELCA's reputation and/or
 - b) if the Member Association does not meet its obligations vis-a-vis ELCA.
4. The cancellation and expulsion of a Member Association by ELCA is decided by the Presidium by a two thirds of the present votes, unless foreseen otherwise in the articles of association.
 5. The excluded Member Association is obliged to fulfil its commitments resulting from its membership until the end of the current business year regardless of when the expulsion has taken place.
 6. Voluntary or forced withdrawal from ELCA does not entitle a Member Association to any of ELCA's property or any legal claims in this respect.



§ 5 "Membership fees and levies contributions"

1. The Member Associations are obliged to pay membership fees.
2. The Presidium decides on the amount of the membership fees as well as a basic sum to be paid by the Regular Members. This sum has to be paid in euros (EUR). The membership fees to be paid by the Associated Members is also decided upon by the Presidium.
3. The contribution amount of the Regular Members depends on the number of Regular Member's own member firms on the 1st of January of the contributory year. A sum is determined per member firm of the Regular Member concerned.

The aforementioned member firms are enterprises of gardening, landscaping and sports ground construction, which are directly or indirectly organized in the national Member Associations of the ELCA.

4. The contributions must be paid to the ELCA by the 1st of June of the contributory year.
5. If a Member Association fails to pay its membership fee/contribution in time and twelve months have passed without payment, ELCA can, after having sent two reminders (1 letter and 1 registered letter), exclude this Member Association pursuant to § 4 section 3 b.
6. Specific expenses can be charged by the Presidium of which the maximum amount is limited to the sum of the annual membership fee

§ 6 "Institutions of ELCA"

The institutions of ELCA are:

- a) general assembly of Members Associations, named: Presidium (see§ 7,8)
- b) board of directors/management, named: Executive Presidium or Board (see§9, 10)
- c) General secretary and office: named General Secretary resp. office (see§ 11)

§ 7 "Presidium"

1. The Presidium is composed of one representative from each Member Association. These are sent by the Member Associations.

The representatives are appointed in writing by the Member Associations for a period of three years. Reappointment is allowed. Changes of representatives within a period of three years has to be communicated to the General Secretary.

If a member of the Presidium is prevented from attending a meeting, the Member Association concerned will have to appoint a deputy. This has to be proceeded by a Proxy process.

2. Only Regular Members have voting rights and the voting right will be exercised by the representative that the Member Association has appointed.

3. Each Regular Member has one vote in the Presidium. The right to vote of the Regular Member in the Presidium concerning resolutions on the ELCA-budget depends on the amount of the contribution (membership fee) paid by the Regular Member. Every Regular Member has one vote per each 2.750, -- EUR paid.
4. The Presidium can meet validly, provided that it has been convened within the period stipulated (i.e. at the latest three weeks before the meeting) and when the President or in case of his absence the treasurer, is present at the meeting.
5. Resolutions can only be made after being announced beforehand in the agenda. All decisions are reached by simple majority of the votes present.
6. The Presidium convenes at least twice a year, following a written invitation from the ELCA-General Secretary in the President's name, to be submitted three weeks in advance and containing the agenda.
7. The President presides the meetings. In case of absence of the President, a Vice-president presides the meetings and is charged by all functions usually fulfilled by the President. The President will appoint a Vice-president to replace him in this case.

§ 8 "Functions of the Presidium"

1. The functions of the Presidium are:
 - a) to make decisions on all matters of professional policy of fundamental importance to the ELCA
 - b) to elect the President and the members of the Executive Presidium
 - c) to appoint the Vice-president-treasurer
 - d) to fix membership fees and special levies (contributions)
 - e) to vote on contributions, management and regulations
 - f) to adopt the budget for the current year as well as to approve the budget draft for the following year
 - g) to grant discharge to the Executive Presidium
 - h) acceptance of Member Associations
 - i) to decide on resignation and exclusion from ELCA membership of the Member Associations
 - j) to pass resolutions on congresses and meetings to be arranged
 - k) to approve the annual work program, which is proposed by the Executive presidium
 - l) to approve the statutes - Articles of Association
2. Minutes have to be drafted of all meetings of the Presidium by the ELCA General Secretary; the minutes must be approved at the next meeting.
3. Every year the Presidium nominates two auditors, who do not belong to the Executive Presidium. The auditors check the accounts of the Executive Presidium.

§ 9 "Executive Presidium" or "Board"

1. The Executive Presidium consists of the President and four Vice-presidents. One of these Vice-presidents is in any case the Vice-president Chairman of the ELCA-Committee of Firms. One of the elected Vice-presidents will be appointed by the Presidium as treasurer.



2. The President and all Vice-presidents are elected by the Presidium for a period of three years. Everyone being owner of, co-partner in a firm of gardening, landscaping and sports ground construction or legal representative of a corporate body who leads such an enterprise and moreover who has a responsible role in their landscape gardening company may become ELCA President. Re-election as President or Vice-president is only possible with a two thirds of the present votes in the Presidium. The President can be re-elected once, leading up to a maximum term of 6 years. A Vice-president can be re-elected without limitation. Elections will be organised and take place during the spring presidium.
3. In the event of premature resignation of a member of the Executive Presidium from his office, a successor must be elected for the rest of his term of office by the Presidium on their following meeting.
4. Each member of the Executive Presidium has one vote. Decisions are reached by simple majority. In case of a tied vote the President has the deciding vote.

§ 10 "Functions of the Executive Presidium"

1. The Executive Presidium is responsible for all matters concerning the ELCA not within the jurisdiction of the Presidium.
2. In particular the functions are:
 - a) to pass interim resolutions in all cases where direct decisions by the Presidium are not obtainable;
 - b) to establish the proposal for the annual budget
 - c) to appoint the General Secretary of ELCA
 - d) to set up working committees and to fix compensation amounts for their members
 - e) to submit nominations for the election of the Executive Presidium
 - f) to supervise the ELCA General Secretary
 - g) to administrate ELCA's property and the property of the ELCA- Committee of Firms
 - h) to establish an annual work program.
3. The Executive Presidium meets at least twice the year or upon request by a member of the Executive Presidium.

§ 11 "ELCA General Secretary"

1. The location of the ELCA office is decided by the Presidium.
2. The ELCA office is managed by the General Secretary (see § 8 no. 1 k).
3. The General Secretary works according to the instructions of the Executive Presidium.
4. The General Secretary attends the meetings of the Presidium as well as those of the Executive Presidium. In these meetings the General Secretary has an advisory capacity.
5. The General Secretary is responsible for dealing with the ELCA's day-to-day proceedings.

The General Secretary is responsible for:

- a) recording the minutes of the Presidium meetings
- b) informing the Executive Presidium about all important activities
- c) drawing up a budget and an annual account in co-operation with the treasurer on behalf of the Executive Presidium.

§ 12 "Associated Members"

1. Associated Members according to § 3 subsection 2 of the statutes can send one representative to attend the ELCA-Presidium meetings. The ELCA- President decides about their attendance.
2. Associated Members have no voting rights in the ELCA-Presidium. They have the right to speak about and discuss matters.
3. Associated Members can be excluded from the ELCA after a decision by more than two thirds of the present votes in the ELCA-Presidium.

§ 13 "Committee of Firms"

1. Membership

- a) All enterprises of gardening, landscaping and sports ground construction, which are member of a national country organized in the ELCA, can become member of the ELCA Committee of Firms.

Landscape gardening companies from countries in which no association exists or whose association is not a member of the ELCA can apply for exceptional membership in the Committee of Firms.

- b) All applications for membership in the Committee of Firms must be made in writing and sent to the ELCA-office.

The Board, the ELCA-Executive Presidium validates and decides on the admission.

2. Termination of membership in the Committee of Firms

- a) The membership is terminated in case of:

- bankruptcy of a member
- resignation on the part of a member
- expulsion by ELCA.

- b) Resignation on the part of a member is only possible and effective as of the end of the business year, provided the ELCA-office has been notified by the member concerned of its resignation by means of a letter to be received by ELCA office not later than the thirtieth of June of the year concerned.

- c) Expulsion by ELCA is possible and effective as of the end of the business year, provided the ELCA-Executive Presidium has informed the member concerned of its expulsion by registered letter not later than the thirtieth of June of the year concerned.



Expulsion of a member is possible

- if the member enterprise obstructs the activities of the ELCA-Committee of Firms or impairs the Committee reputation and/or
- if the member enterprise does not meet its obligations vis-a-vis ELCA.

- d) The ELCA-Executive Presidium decides on the expulsion of a member.
- e) The excluded member is obliged to fulfil its commitments resulting from its membership until the end of the business year concerned regardless of when the expulsion has taken place.

3. Membership fees and levies

- a) The members are committed to pay membership fees.
- b) The level of membership fees and the currency in which they have to be paid are determined by the Presidium.
- c) The membership fees are collected in the shape of annual amounts, which have to be transferred by April 1st at the latest of the year concerned.
- d) If a member enterprise fails to pay its membership fee/contribution in time and twelve months have passed without payment, ELCA can, after having sent two reminders, exclude this member pursuant in accordance with § 2 c).
- e) Specific expenses can be charged by the Presidium of which the maximum amount is limited to the sum of the annual membership fee

4. Coordination of the activities

- a) The ELCA-Presidium decides on all professional-political affairs, which are of fundamental importance to the Committee of Firms.
- b) The ELCA-office coordinates the co-operation between the ELCA- Presidium and the ELCA-Committee of Firms.
- c) The ELCA-office looks after the activities of the ELCA Committee of Firms.

5. Vice-president Chairman Committee of Firms - Speaker of the ELCA Committee of Firms

- a) In agreement with the ELCA-Presidium, the ELCA Committee of Firms chooses a spokesperson (i.e. Vice-president Chairman Committee of Firms) for a period of three years. Re-election is possible.
- b) The spokesperson represents the interests of the Committee of Firms within and towards ELCA.
- c) The spokesperson participates in the session of ELCA-Board and Presidium with right to vote.

- d) The candidacy for the spokesperson will be requested in writing to all members of the Committee of Firms after the presidency of spring. With a second letter to all of the committee of Firms members, there will be a vote between the candidates. During the presidency in autumn, the spokesperson will be installed in the Executive Presidium as the Vice-president Chairman Committee of Firms

§ 14 "Miscellaneous"

1. In all matters not regulated by these articles of association, the Presidium makes a decision.
2. In case of dissolution of ELCA, ELCA's property will be proportionally distributed among its Member Associations according to the number of their member-companies.
3. These articles of association and any changes to these articles of association come into force on the day that the notarial deed in this regard is passed.

Approved by the assembly of the ELCA Presidium, held at Krakow (Poland) on October 17, 2019. The approved statutes will be ratified in a notarial deed at the notary office Rosenberg Polak (Eisenhowerlaan 114, 2517 KM 's-Gravenhage, the Netherlands).

Drafted and signed in three (3) original copies.

ELCA President

Henrik Bos

ELCA Vice-President Chairmen Committee of Firms

Yasin Otuzoglu

ELCA Vice-President treasurer

Lutze von Wurmb

ELCA Vice-President

Catherine Muller

ELCA Vice-President

Neil Huck

Austria - WKO Bundesinnung der Gärtner und Floristen

Austrian Association of Gardeners and Florists

KommR Rudolf Hajek - Authorized signature: Lutze von Wurmb

Belgium - BFG Belgische Federatie Groenvoorzieners

FBEP Fédération Belge Entrepreneurs Paysagistes

Jean-François Ferrant - Authorized signature: Yves Heirman

Czech Republic - SZÚZ Svaz zakládání a údržby zeleně

Petr Halama

Denmark - DAG Danske Anlægsgartnere

Henrik Hoffmann - Authorized signature: Kenneth Lundin

Finland - VYRA Viher- ja ympäristörakentajat ry

Mikko Jaakkola - Authorized signature: Henrik Bos

France - UNEP Union Nationale des Entreprises du Paysage

Catherine Muller

Germany - BGL Bundesverband Garten-, Landschafts- und Sportplatzbau e. V.

Lutze von Wurmb

Great Britain - BALI British Association of Landscape Industries

Matt O'Connor - Authorized signature: Neil Huck

Greece - PEEGEP Greek National Union of Agriculturist Landscape Contractors

Katsogianni Stavroula

Hungary - MAKEOSZ Magyar Kertépítők Országos Szövetsége - Ass. L.C. Hungary

Ernő Kosztka - Authorized signature: Tamás Vincze

Ireland South - ALCI South Association of Landscape Contractors of Ireland Southern Region

Pat McCormack

Italy - ASSO.IMPRE.DI.A Associazione nazionale Imprese per la Difesa e tutela Ambientale

Gianluca Bartolini- Authorized signature: Lutze von Wurmb

Luxembourg - FHL Fédération Horticole Luxembourgeoise

Ernest Brandenburger

Malta - ELC Environmental Landscapes Consortium Limited

Peter V. Calamatta

Norway - NAML Norsk Anleggsgartnermesterlag

Stein Wikholm - Authorized signature: Kenneth Lundin

Poland - SAK Stowarzyszenie Architektury Krajobrazu

Piotr Reda

Spain - FEEJ Federación Española de empresas de Jardinería

Jaume Alagarda Nacher

Sweden - STAF Trädgårdsanläggarna

Kenneth Lundin

A blue ink signature in cursive script, appearing to read 'K. Lundin'.

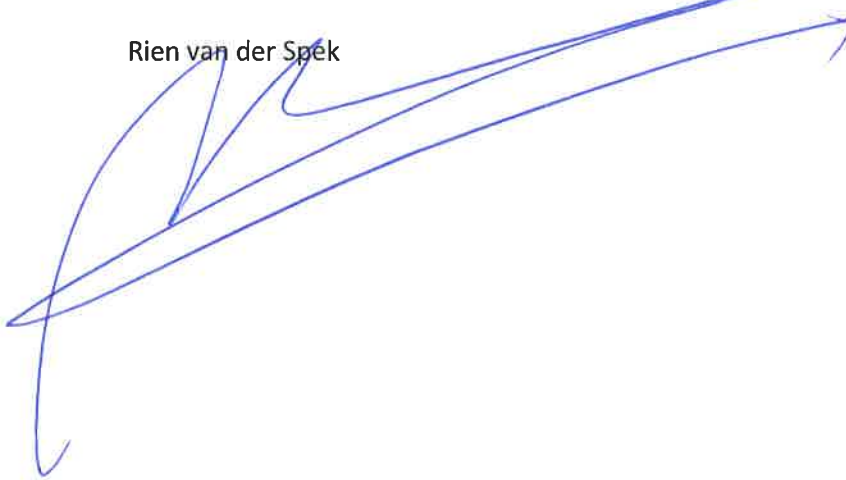
Switzerland - JardinSuisse Unternehmerverband Gärtner Schweiz

Peter Zraggen - Authorized signature: Carlo Vercelli

A blue ink signature in cursive script, appearing to read 'C. Vercelli'.

The Netherlands - VHG Branchevereniging Vereniging van Hoveniers en Groenvoorzieners

Rien van der Spek

A large, stylized blue ink signature in cursive script, appearing to read 'R. van der Spek'.