

EGOLF STATUTES

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EGOLF

**THE EUROPEAN GROUP OF ORGANISATIONS
FOR FIRE TESTING, INSPECTION AND CERTIFICATION**

amended STATUTES



THE EUROPEAN GROUP OF
ORGANISATIONS FOR FIRE TESTING,
INSPECTION AND CERTIFICATION

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Foreword

EGOLF was formed in 1988 to provide a focus for collaboration between the official fire testing laboratories in Europe. Its aims were to advance the removal of barriers to trade in Europe, especially through mutual acceptance of fire test reports, supported by the adoption of consistent, high quality performance amongst its members. It also aimed to provide a forum for discussion of problems related to fire tests (including the development of unified test methods, test reports, their assessment and their application) and to promote research and development in fire testing.

The EGOLF Statutes were published in Dutch in Moniteur Belge on 16.01.1997 under publication reference N928/97 "Associations sans but lucratif" - "Verenigingen zonder winstoogmerk".

The EGOLF Statutes published herein, an English translation of that published in Moniteur Belge, additionally incorporate the following amendments agreed by members:

- To Articles 4 and 7, that "the EGOLF membership criteria shall be widened to include all official nationally accredited or approved laboratories working in fire testing of materials, components or products in support of legislation throughout the whole of Europe, agreed by members under EGOLF Resolutions No. 90 and 91.
- To Article 7, to bring the membership acceptance criteria in line with that stated in the Internal Rules agreed by members under Resolutions No. 90, 91 and 124.
- To Article 40, an updated list of EGOLF Officers, agreed by members under Resolutions No. 110, 111, 112, 124 and 128.
- To Articles 2, 4, 6, 7, 11, 16, 17, 18, 24, 33, 35 and 40, agreed by members under Resolution No. 162.

EGOLF members have a duty to follow these Statutes and their supplementary Internal Rules.

THE EUROPEAN GROUP OF ORGANISATIONS FOR FIRE TESTING,
INSPECTION AND CERTIFICATION

REGISTERED OFFICE
LABORATORIUM VOOR AANWENDING DER BRANDSTOFFEN-
EN WARMTE-OVERDRACHT
OTTERGEMSESTEENWEG 711
B-9000 GENT
BELGIUM

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EGOLF STATUTES

SECTION I: Name, Registered Office, Aim, Duration and Structure

Article 1 - Constitution

An international association has been formed, governed by the Belgian law of 25 October 1919, modified by that of 6 December 1954.

Article 2 - Name

The name of the association is:

"EUROPEAN GROUP OF ORGANISATIONS FOR FIRE TESTING, INSPECTION AND CERTIFICATION"

The abbreviated form is "EGOLF".

Article 3 - Registered Office

The registered office is established in GENT - Ottergemsesteenweg 711, B-9000 GENT. It can be transferred to any other place in Belgium by a decision of the Assemblée Générale in accordance with the regulations published in the supplement to the Moniteur Belge.

Article 4 – Aims of the Association

EGOLF MISSION STATEMENT

To be the principal representative body of 3rd party organisations involved in fire safety testing, inspection and certification at a European level.

To enhance the technical ability, quality and competence of those 3rd party organisations, by defining performance levels and providing / facilitating the means for their improvement.

To ensure that the organisation and its members serve the needs of the free market for products and services, whilst still supporting the requirements for fire safety in Europe.

AIMS OF EGOLF

To represent the interests of its members in all aspects of their common activities at a European level in relation to fire safety testing and associated services [assessment, classification, inspection and certification], fire safety engineering and fire safety research.

To be the principle European body and focal point to which other European bodies concerned with fire safety regulation, fire test standardisation, fire protection products, construction products and works, fire services and others, will turn to for advice.

To ensure that the association is perceived to represent professional, expert, fire test laboratories that have appropriate technical competence and demonstrate quality in the performance of their work.

To contribute to the removal of technical barriers to trade throughout the whole of Europe.

To contribute to the provision and improvement of fire safety of people and to minimise property losses and damage to the environment caused by fire.

To this end EGOLF may develop the technical, scientific and economic procedures necessary, in association with the Commission of the European Union and any private or public organisation representative of European interests.

This aim may be realised in any way. The association may carry out whatever action is necessary relating directly or indirectly, wholly or partly to its aim, or leading to its development or facilitating its execution. It may give assistance to and concern itself in any way with associations, business concerns or organisations, which, whether national, international or supranational, are likely to help and co-operate in the realisation or development of its aims.

The association is entirely non-profit making. It shall not intervene in any way in the competitive efforts of manufacturers and traders.

The Assemblée Générale has the authority to interpret the nature and scope of the aim of the association.

Article 5 - Duration

The association is established for an unlimited time, and can be dissolved by a decision of the Assemblée Générale under conditions set out in Article 22.

Article 6. - Structure

The association consists of:

- The full members,
- The associate members,

The appropriate machinery for the expression and implementation of the will of its members comprises:

- The Assemblée Générale
- The Conseil de Gérance
- The President
- The Internal Auditors
- The Technical Committees

SECTION II: Members, Admission, Resignation, Exclusion, Contracts and Subscriptions

Note: unless otherwise stated, whenever the term 'member' is used in these Statutes, it refers to both full members and associate members.

Article 7 - Members and Admission

Membership of EGOLF is conditional upon applicant organisations satisfying all the following requirements:

1. An applicant organisation must be significantly involved in fire testing, inspection or certification of materials, components or products in support of legislation.
2. **Full membership** - An applicant organisation shall be a European Union Notified Body or a nationally approved organisation working in fire testing, inspection or certification of materials, components or products in support of legislation within Europe.

Associate membership - An applicant organisation shall be a nationally approved organisation working in fire testing, inspection or certification of materials, components or products in support of legislation. Associate membership is only available to organisations based in countries outside Europe.

3. New members may be admitted to membership providing:
 - 3.1 An application for membership has been made in writing to the association.
 - 3.2 Positive support for the application is given by the existing EGOLF members from the country of the applicant and where a national (~~laboratory~~) liaison group exists then the organisation shall be a member of that group. Where there are no existing EGOLF members from the country of the applicant, then a letter of positive support for the application shall be provided by the national approvals authority of that country.
 - 3.3 The applicants satisfy all the membership criteria and are accepted by existing **full** EGOLF members in a secret ballot. The criteria for such acceptance being that less than 1/3 of all possible votes shall be negative. Any negative votes registered must be accompanied by the reasons for objection by reference to the requirements of this Article.
4. An applicant organisation shall possess and maintain the quality level for equipment and expertise defined by the association.
5. The technical judgements of the applicant organisation and its staff shall not be compromised by commercial, financial and other pressures. The following conditions must be respected:
 - 5.1 All influence on the results of tests **and / or** inspections performed by the organisation or on the content of certificates issued by the organisation by persons or bodies external to the organisation must be excluded.
 - 5.2 The organisation shall not engage in any activities that may endanger the trust in its independence and integrity in relation to its testing, inspection **and / or** certification activities.
 - 5.3 The remuneration of the personnel engaged in testing, inspection and **/ or** certification activities must not depend on the number of tests and inspections carried out or certificates

issued, nor on the results of such activities.

6 The founding membership is the existing members of the defacto group "EGOLF".

Footnote: Membership of EGOLF does not imply endorsement or support of an organisation's acceptability for accreditation or approval at a national or international level.

Article 8 - Loss of membership of the association

Membership is lost by dissolution, abolition, resignation or exclusion.

Article 9 - Resignation

Any member may withdraw from the association. Notice of resignation must be addressed in writing to the association at its registered office.

At least two months notice must be given of such resignation.

Article 10 - Considered as resigning

Any member will be considered as resigning who has not paid the entirety or the proportions due of its annual subscription within three months of the date of despatch by registered letter of formal notice of the sum due, or who, being a corporate body, ceases to have legal existence.

In either case, the Assemblée Générale makes a final decision against which there is no appeal.

Article 11 - Exclusion

Any member, who does not continue to satisfy the membership criteria specified in Article 7, or who is ever considered guilty of a serious dereliction of those duties, which fall upon him in his capacity as a member, may be excluded from the association.

The exclusion order will be made, without appeal, by a 2/3 majority of those **full members** present or represented at a secret ballot of the Assemblée Générale, a quorum of greater than 50% of those **full members** eligible to vote being required.

This decision will be communicated to the party concerned in a registered letter through the Conseil de Gérance.

The exclusion takes effect from the date set by the Conseil de Gérance, and the excluded member will be classed as a resigning member insofar as his rights and obligations are concerned.

The association, its authorised agents, and its members are not liable for any loss which might result directly or indirectly from the exclusion pronounced to the statutes.

Article 12 - Right to the association's assets

Those members resigning or considered as resigning or excluded or their rightful claimants have no right whatsoever to the association's assets. They cannot claim reimbursement of any subscriptions made whatsoever.

Article 13 - Adherence

Each member is obliged to adhere to the statutes, to the Internal Rules and to all those regulations

and decisions made in pursuance of the Statutes or the Internal Rules.

Article 14 - Liabilities in respect of third parties

The members incur no personal liability whatsoever in respect of third parties for the liabilities of the association.

Article 15 - Subscriptions

The members undertake to pay the subscription determined by the Assemblée Générale for each financial year.

SECTION III: Assemblée Générale

Article 16 - Assemblée Générale

The Assemblée Générale is the sovereign power of the association. It is a permanent body representing all its members.

It has the widest powers to execute or endorse actions concerning the association. Its resolutions, adopted in accordance with these statutes or with the Internal Rules, are mandatory for all members of the association, including absent, defaulting and dissenting members.

The following matters are the exclusive responsibility of the Assemblée Générale

- a) Amendment of the EGOLF Statutes
- b) Amendment of the EGOLF Internal Rules
- c) Appointment and dismissal of the members of the Conseil de Gérance
- d) Appointment and dismissal of the EGOLF Internal Auditors
- e) Acceptance of the annual budgets and accounts
- f) Admission and exclusion of members
- g) Provision of instruction to the EGOLF Conseil de Gérance
- h) Agreement of EGOLF (Technical & Administrative) Resolutions and General Decisions
- i) Dissolution of the association

Article 17 - Members rights

All members of the association may attend the meetings of the Assemblée Générale and participate in discussions, which may be initiated by the Conseil de Gérance, either in an ordinary or extraordinary meeting of the Assemblée Générale.

Full members They may be represented by proxy, subject to written confirmation, on a meeting by meeting basis.

Full members are permitted to vote on items submitted to them by the Assemblée Générale. Associate members are not permitted to vote.

All **full** members shall be granted one vote by the Assemblée Générale at the time of acceptance of their membership application. ~~Additionally, all new members shall be assigned an officially recognised EGOLF scope of expertise upon admission to membership. Existing members may seek to gain additional recognition for (an) additional area(s) of expertise at any time.~~

Article 18 - Ordinary meeting of Assemblée Générale

An ordinary meeting of the Assemblée Générale must be held each year at the time stipulated in the Internal Rules.

The Assemblée Générale:

- * receives the reports of the Conseil de Gérance
- * receives the reports of the Internal Auditors
- * rules on the accounts for income and expenditure for the preceding financial year
- * rules on the proposals of the Conseil de Gérance on membership subscriptions and future budgetary matters
- * expresses its opinion on the delegation of its authority to the members of the Conseil de Gérance.
- * if necessary proceeds to the appointment of the President and / or the members of the Conseil de Gérance and the Internal Auditors.
- * deliberates on all those questions raised in the agenda.

Article 19 - Extraordinary meeting of the Assemblée Générale

The Conseil de Gérance may at any time convene an Extraordinary Assemblée Générale.

It shall additionally convene such a meeting within three months of a request by at least 1/3 of the **full** members of the association acting together. Such a request will, however, only be valid if submitted in writing and signed by all petitioners, and only if it sets out in a clear and precise terms the object of the proposed extraordinary meeting.

Article 20 - Agenda and calling notices

The Conseil de Gérance arranges and draws up the agendas for all meetings of the Assemblée Générale. It must be convened according to the conditions stipulated in the Internal Rules.

The Conseil de Gérance is obliged to include all proposals supported by at least two **full** members of the association acting together. This obligation is dependant upon such proposals being drawn up in clear and precise terms and being received in writing by the association at its registered office in reasonable time.

Article 21 - Majorities

The Assemblée Générale makes a decision by a simple majority of votes except where quorums of those present or a majority is required by the Statutes or the Internal Rules. In the case of a tied vote, the chairman of the meeting has a casting vote.

In calculating the vote, the votes of those members abstaining are not included except where quorums of those present or a specified majority are required.

There will be a secret ballot for all issues concerning individuals, if at least two members request it.

Article 22 - Amendment to the Statutes

The Assemblée Générale may only discuss proposals and make decisions upon amendment of the statutes if this subject has been specifically included on the meeting agenda and if 2/3 of the **full** members of the association or their representatives are present. The principle of the proposed amendments must be set out in the meeting agenda.

If 2/3 of the **full** members of the association or their representatives are not present at the first

meeting a second meeting may be convened to discuss proposals and make decisions upon amendment of the statutes, irrespective of the number of members or representatives present.

No amendment may be adopted without a 2/3 majority of the votes of those **full** members or their representatives present. No amendment will be effective before a publication in a supplement to the Moniteur Belge.

Article 23 - Minutes

Minutes are kept of all meetings of the Assemblée Générale.

The minutes are kept in a special file which is kept at the registered office.

Copies or extracts for legal purposes or otherwise are signed by the President of the association or by an appointed deputy.

SECTION IV: Presidency and Conseil de Gérance

Article 24 - Presidency of the Association

The association is presided over by a President **who shall be an employee of a full member of the association. The President is** appointed for three years by and subject to the Assemblée Générale. The President of the association is eligible for re-election only once. In the absence of the President, the functions of the Presidency are fulfilled by one or several members of the Conseil de Gérance nominated by the Assemblée Générale and subject to the same conditions.

The President is an ex officio member of the Conseil de Gérance.

The President or in his absence one member of the Conseil de Gérance presides over the Assemblée Générale and the Conseil de Gérance. The Internal Rules may assign other functions to the President.

In anticipation of the appointment of a new President, a President Elect may be elected 1 year before the anticipated hand-over date.

Article 25 - Conseil de Gérance

The association is controlled and administered by a Conseil de Gérance, which represents the association in all judicial and non-judicial matters. **Its members shall be employees of full members of the association.**

The Conseil de Gérance consists of the President and three other members elected by **the full members of** the Assemblée Générale. They are the authorised agents of the Assemblée Générale.

The responsibilities of the members of the Conseil de Gérance are determined by the Internal Rules.

Members of the Conseil de Gérance are appointed for three years and shall retire by rotation after three years. They are eligible for re-election twice only consecutively.

Article 26 - Liabilities in respect of third parties

The members of the Conseil de Gérance act as a corporate body; they incur no personal obligation whatsoever for the liabilities of the association. They are responsible only for executing their mandate.

Article 27 - Authority of the Conseil de Gérance

The Conseil de Gérance is authorised by the Assemblée Générale to give effect to the purposes of the association. It directs its work and co-ordinates the activities of all its constituent bodies. It executes or has executed for the association all those actions, involving national, international or supranational authorities and other individuals or organisations which it deems necessary for the realisation of the aims of the association.

Article 28 - Powers of the Conseil de Gérance

The Conseil de Gérance has at its disposal the widest powers without restriction, except for those expressly reserved for the Assemblée Générale by the Statutes, to manage the affairs of the association and to carry out all administrative and preparatory actions within the scope of the association.

Article 29 - Judicial actions

Judicial actions, whether as plaintiff or defendant, are conducted in the name of the association by the Conseil de Gérance acting through the President of the association or another member of this Conseil de Gérance.

Article 30 - Convening and agenda, votes, majorities

The Conseil de Gérance is convened by the President of the association who draws up its agenda.

Each member of the Conseil de Gérance has one vote. Decisions are made by a 2/3 majority of the votes of those members or their representatives present and the Chairman of the meeting has a casting vote in the event of a tied vote. Members abstaining are considered as neither present nor presented for the calculation of the vote.

Any member of the Conseil de Gérance unable to attend can, by **written confirmation** ~~letter or telegram~~, confer upon another member the power to act and vote in his name, for that meeting only. A member can only represent one other member.

For decisions of the Conseil de Gérance to be valid, at least three members shall be present or represented, except in case of extreme urgency, in which case decisions may be made irrespective of the number of members present or represented.

Article 31 - Minutes

Minutes are taken of all meetings of the Conseil de Gérance. The minutes are kept in a special file which is kept in at the registered office.

Copies or extracts produced for legal purposes or otherwise are signed by the President of the association or by another member of the Conseil de Gérance.

Article 32 - Delegation of power

All transactions concerning the association, all letters of procuration, all transactions requiring the assistance of a public official, are signed by two members of the Conseil de Gérance who are not accountable to third parties for a previous decision of the Conseil de Gérance.

Documents concerned with routine management, receipts from and credits to third parties, the railways, the post, telegraph and telephone services, giro accounts and all other government services and their internal administrative divisions and international or supranational bodies are signed by those people, to whom the Conseil de Gérance has granted, by a special decision, such powers within the limits and conditions determined by him.

SECTION V: Internal Auditors

Article 33 - Internal Auditors

The Assemblée Générale appoints one or several **internal** auditors from its members for a period of at least two years and not more than three years. It determines the annual remuneration of the **internal** auditor or auditors.

The **internal** auditor or auditors are responsible for the unlimited supervision and control of all the transactions of the association. The auditor or auditors may examine without removing books, correspondence, minutes and in general, all the documents of the association. The auditor or auditors shall examine the balance sheets, the annual accounts and the budgets drawn up by the Conseil de Gérance and report to the Assemblée Générale on the result of the audit.

If the **internal** auditors are several in number, they shall act as a corporate body, but they may carry out any investigation individually, if they so wish.

The **internal** auditor or auditors incur no personal obligation whatsoever for the liabilities of the association and are responsible only for executing the audit.

SECTION VI: Miscellaneous

Article 34 - Financial Year

The financial year begins on the first of January and ends on the thirty first of December of each year.

Article 35 - Balance sheet of income and expenditure

Each year on the thirty first of December the accounts of the association will be closed.

The Conseil de Gérance draws up the balance sheet of income and expenditure and submits it to the ordinary meeting of the Assemblée Générale after examination by the **internal** auditor or auditors.

The Conseil de Gérance and the **internal** auditor or auditors report on their activities to the Assemblée Générale.

Each year the ordinary meeting of the Assemblée Générale determines the budget and the annual subscription for that year and a recommendation for the following year according to the recommendations from the Conseil de Gérance.

Article 36 - Internal Rules

The Internal Rules of the association are drawn up by the Assemblée Générale and agreed by a 2/3 majority of those **full** members present or represented. The original copy is maintained at the registered office. It completes the statutes and is mandatory for all. Copies are sent to all members.

Any amendment may only be made by the Assemblée Générale, agreed by a 2/3 majority of those **full** members of the association or their representatives present. The principle of the proposed amendments must be set out in the meeting agenda.

Any amendments are reported (or reproduced in full in appropriate) in the minutes of the Assemblée Générale, who will have decided them, and are sent in full to all members of the association.

Article 37 - Dissolution, liquidation

The Assemblée Générale may only discuss proposals and make decisions on the dissolution of the association if the subject has been explicitly included within the meeting agenda and if 2/3 of the **full** members of the association are present or represented.

If 2/3 of the **full** members of the association or their representatives are not present at the first meeting, a second meeting shall be convened to discuss the proposals. At this second meeting decisions may be made irrespective of the number of **full** members present or represented.

Except for a judicial dissolution, dissolution cannot be decided without a 2/3 majority of the votes of the **full** members present or represented at the appropriate meeting.

In the event of the voluntary dissolution of this association, the Assemblée Générale in deciding on such dissolution will determine at the same time the conditions for liquidation, will appoint one or more liquidators who will act in accordance with those conditions, will determine his or their powers and will determine the disposal of assets remaining after the settlement of the liabilities.

Article 38 - Loss of legal status

If, for some reason independent of the will of its members, this association ceases to have legal status, it will continue to exist amongst its members as a common law association.

Article 39 - Publications

All amendments to the statutes must be published in a supplement to the Moniteur Belge.

The appointment, death, resignation or dismissal of the President and the members of the Conseil de Gérance, the **internal** auditor or auditors, and the liquidator or liquidators must be published in the supplement of the Moniteur Belge.

Article 40 - Application of legal clauses

The clauses in force of the Belgian Law of 25 October 1919, modified by that of 6 December 1954 are applicable to the association whenever the Statutes are not sufficient.

These statutes have been approved by the Royal Decree of 4th April 1996.

The appointed EGOLF Officers [Conseil de Gérance and Internal Auditors] are given in Annex 1:

Copy certified correct by [Notary].

Annex 1: EGOLF Statutes

EGOLF Officers appointed under Article 40 - Application of legal clauses

Members of the EGOLF Conseil de Gérance at May 2007:

Kjell Schmidt-Pedersen, 5C Kristiansfeldgate, N-7013 Trondheim, Norway - President

Ulf Wickstrom, Lundåsavägen 12b, SE-504 63 Borås, Sweden

Andrzej Borowy, ul. Ekologiczna 17 m 33, 02-798 Warszawa, Poland

Niall Rowan, 16 The Old Convent, Moat Road, East Grinstead, West Sussex RH19 3RS, UK

EGOLF Internal Auditors at May 2007:

Rupert Ehrlenspiel, Vogelsangstrasse 12, 82131 Gauting, Germany

Mateja Gris, ZAG, Dimiceva 12, SL-1000 Ljubljana, Slovenia