

**EUROPEAN NOISE BARRIER FEDERATION
(ENBF)**

Statutes

Part I

Designation, Registered Office, Purpose

Article 1

A non-profit making international association under Belgian Law called "EUROPEAN NOISE BARRIER FEDERATION (ENBF)" is set up by these Statutes.

This Association is governed by the Law of 25th October, 1919, as modified by the Laws of 6th December 1954 and 30 June 2000, as well as by these Statutes.

Article 2

The Association has its seat in Belgium at Place Stephanie, 6/B - 1050 Bruxelles. It may be transferred to any other place in Belgium upon a decision of the Administration Council published within a month of such decision in the "Annexes du Moniteur Belge".

Article 3

The Association promotes specific objectives addressing traffic noise abatement in the spirit befitting a non-profit making organisation. These objectives are:

1. To support Research & Development on systems and products
2. To provide effective support to legislation / administration
3. To promote qualification standards
4. To advice professionals and inform public

In order to meet these goals, the association proposes to carry out the following activities, which are listed on a non-restrictive basis:

1. To exchange knowledge and expertise on products and solutions among members of the Federation;
2. To provide informative support and cooperation to the bodies in charge of writing European legislation and European technical standards;
3. To set up the basis for cooperation between industry, public administration and other relevant stakeholders;
4. To develop communication tools in order to spread knowledge and expertise to a large audience.

Part II

Members

Article 4

Membership to the Federation is open to:

- all professional associations and groups of interest (Effective Members) established in the European Union, the European Economic Area and the Candidate Countries to the European Union;
- all companies legally incorporated according to their National Law (Associated Members);
- physical persons (Associated Members).

The Federation shall have at least three (3) effective Members.

Founder members are listed hereinafter:

- Associazione Costruttori Acciaio Italiani (ACAI), V.le Abruzzi, 66 – 20131 Milano (Italy)
- Associação Nacional de Empresas de Acustica (ANEA), Rua dos Ferroviarios N-1 / 2330-144 Entrocamento (Portugal)
- Asociación Nacional de Industriales de Pantallas y dispositivos Anti-ruido (ANIPAR), c/ Goya, 23, 4º D, 28001 Madrid, (Spain)
- Association Professionnelle des Réalisateur d'Ecrans Acoustiques (APREA), 2 rue du Buisson aux Fraises, 91300 Massy, (France)
- ARBEITSKREIS LSW, Nordbögger Strasse 22, 59199 Bönen (Germany)
- Gerhard Mosdzianowski, Dr.-Molly-Str. 33, 4721 Kelmis (Belgium)
- DECEUNINCK NV, Bruggesteeweg 164, B8830 Hooglede-Gits (Belgium)
- MICE SA, Rue de Bruxelles, 174C – 4340 Awans (Belgium)

Article 5

The ENBF is composed by effective members, associated members and honorary members.

Effective Members are associations and interest groups representing the noise barrier sector at national level. Each Effective Member has one voice voting.

If there is no national noise barrier association, then the companies of one single country can form a national interest group with one voice voting.

Associated Members are companies or individuals not responding to the abovementioned Effective Members' definition. They have no voting rights.

A specific status of Honorary Member is created to reward individuals having contributed to achieve the goal of the Association.

Part III

Admission, Exclusion and Resignation of Members

Article 6

Organisations, enterprises and physical persons meeting the qualifications under Article 4 and wishing to join the Association shall send their application to the Secretariat.

Such applications shall include the necessary information to establish the applicant's distinctive category of membership.

The application entails agreement to strictly conform to the Statutes of the Association as from admission of the applicant as a Member of the Association.

Admission to Membership of the Association is granted by ordinary resolution adopted by the Administration Council.

Article 7

Any Member is entitled to leave the Association by serving a 6 months' resignation advance notice by registered letter to the President. Such resignation shall only be effective as from the beginning of the next calendar year.

Article 8

Any Member who does not conform to the Statutes or to other internal regulations may be excluded from the Association by a 2/3 majority vote of the Effective Members excluding the Member involved attending the Plenary Assembly convened to decide upon such exclusion.

A letter will be sent to the Member to announce the decision of exclusion 2 months before the Plenary Meeting. The Member involved must be heard and be allowed to present its defence before any decision is taken by the Plenary Assembly.

Article 9

Any Member who ceases to adhere to the Association has no right to the financial assets of the Association and cannot claim any reimbursement of membership fees paid to the Association.

They are liable for the subscription for the current financial year.

Part IV

General Meetings

Article 10

The General Meeting - called "Plenary Assembly" - possesses all powers - except those expressly given to the Administration Council by law or by these Statutes - necessary or useful to achieve the corporate objectives of the Association.

Article 11

The Ordinary Plenary Assembly is called by the Administration Council once a year before July 1 by registered notice sent in writing by the President at least one month in advance. The notice shall state the date, hour and place of the meeting and include the agenda set by the Administration Council.

If circumstances do require, an Extraordinary Plenary Assembly may be called by the President or one third of the Effective Members of the association without having to conform to the time condition referred to above. The notice for such Extraordinary Plenary Assembly shall include the agenda and the reason therefore.

Article 12

The notice for the Ordinary Plenary Assembly shall provide for the following points to be put on the agenda:

- approval of the budget
- approval of the yearly membership fees
- approval of the annual accounts
- appointment (or removal) of members of the Administration Council
- appointment of external auditors
- proposals from the Members (if any)
- miscellaneous (if any)

Article 13

The Ordinary Plenary Assembly appoints the President, the Vice-President of the Association and the members of the Administration Council.

The President and at least three (3) other members of the Administration Council shall represent Effective Members.

Article 14

The Plenary Assembly is chaired by the President of the Association who may delegate his responsibilities in accordance with the provisions laid down in Article 23.

Article 15

The valid constitution of the Plenary Assembly requires at least a qualified majority of 2/3 of the Effective Members present or represented. To this effect, any Member can be represented by another Member by signed authorisation. One Member cannot represent more than two (2) other Members at the same time.

Plenary assembly is open to all Members but right of vote is restricted to Effective Members only.

Unless specified otherwise in these Statutes, any decision of the Plenary Assembly is taken by a majority of Members present or represented.

Decisions on general policy, budget or the appointment of the Administration Council require a qualified majority of 2/3 of the Effective Members present or represented at the meeting.

Votes are secret.

Article 16

The resolutions are recorded in minutes signed by the President or the Vice-President of the Assembly. The minutes are kept in a special file at the seat of the Association where any Members may consult them. Copies or extracts shall be signed by the President, the Vice-President or anyone authorised by the Administration Council.

Part V

Administration Council

Article 17

The Association is run by the Administration Council. The Administration Council is composed by a minimum of three (3) Effective Members, and includes ex-officio the immediate past President for a maximum period of two years. The Administration Council elects from its members a Treasurer. The Administration Council shall decide the allocation of specific posts which shall be approved by the Plenary Assembly.

The Administration Council adopts its own standing orders which complement the present Statutes and can under no circumstances contravene these.

The period of mandate of the members of the Administration Council is two years and may be renewed.

Members of the Administration Council are not paid for the position they hold in the Committee.

Article 18

The Administration Council meets when called by the President of the Association. Except in case of urgency, notices are sent fifteen days before the date of the meeting.

Article 19

The Administration Council is vested with the wider powers in the management and administration of the Association subject to the powers given to the Plenary Assembly under the Part IV provisions above.

Article 20

The Administration Council may delegate to one or more of its members the daily management of the Association. It may furthermore delegate special powers to one or more person of its choice in order to fulfil specific management tasks or to represent the Association.

Article 21

The valid constitution of the Administration Council requires at least the presence of a qualified majority of 2/3 of its members. Any decision of the Administration Council is taken by an absolute majority of members voting.

Any member of the Administration Council can be represented by another of its members by signed authorisation. One member cannot represent more than one (1) other member at the same time.

The decisions of the Administration Council are recorded in the minutes signed by the President and the secretariat.

These minutes are kept in a special file at the seat of the Association where any Member of the Association may consult them.

Article 22

The Association will be validly represented in front of the Law by its President or any member of the Administration Council nominated for that purpose by the aforementioned Committee.

Part VI

Presidency and Secretariat

Article 23

The President chairs the Plenary Assembly and the Administration Council. He acts as a delegate of the Plenary Assembly. He may delegate the powers which are conferred to him by the Plenary Assembly to the Vice-President who assists him, or in his absence, to any member of the Administration Council.

The President represents the Association vis-a-vis third parties and especially the public authorities and courts. He signs the documents which bind the Association.

He attends to the performance of and compliance with the decisions taken within the context of the general guide-lines approved by the Plenary Assembly. To this end, he may call together members of the Administration Council and the other members with whom he shares the responsibility for the smooth running of the Association.

Article 24

The President is assisted by a Secretariat appointed by the Administration Council at the suggestion of the President. The period of mandate of the secretariat is two years and may be renewed by the Administration Council.

The secretariat runs the programmes entrusted to the Association.

Part VII

Finances

Article 25

The financial year begins on 1st January and ends on 31st December of each year.

Article 26

The resources of the Association come from Member fees, from interest income and from payment for the provision of services and any other sources.

Members of the Association shall pay an annual fee, the amount of which shall not exceed EUR 100.000,00 in total. Members may also choose to contribute a higher amount than the fixed membership fee.

Article 27

The Administration Council is responsible for the management of the Association finances but may delegate its power to the President or to one of the members of the Administration Council. The finances are managed by the secretariat.

The budget is approved every year by the Plenary Assembly.

Article 28

All the receipts are the property of the Association and are used exclusively to promote its objectives.

Part VIII

Amendment of the Statutes

Article 29

Any proposal for the amendment of the Statutes or the dissolution of the Association shall be combined with the calling of the Plenary Assembly and shall be put as a distinctive point on the agenda of the meeting.

The quorum is reached when 2/3 of the Effective and of all Members are present or represented. The decisions shall obtain 2/3 of the votes of the Effective and of all Members present or represented. If this quorum is not reached, the following Plenary Assembly shall take the decision with simple majority of the Members present or represented irrespective of any quorum requirement.

Amendments to the Statutes shall take effect when approved by Royal Decree and as from the tenth day following their publication in the Annexes of the official journal.

Article 30

In case of dissolution, the Plenary Assembly appoints one or more liquidator(s) and fixes their power as well as the purpose for the liquid assets after settlement of the liabilities.

Assets are distributed among all Members in proportion to their fees paid for the last 3 years.

In any case, the net asset value before settlement attributed to Members will not exceed the total amount of their fees. Any eventual left-over will be dealt with on a non-profit basis.

Part IX

Miscellaneous

Article 31

The invalidity or unenforceability of any particular provision of these Statutes under Belgian Law shall not affect the other provision and such other provisions shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Article 32

The working language of the Association shall be English or French or German. French shall be the only official language for the Statutes as well as for incorporation and publication purposes as required under Belgian Law. French or Dutch shall be the languages for any further dealings with the Belgian authorities.

Article 33

Any provision not figuring in these Statutes shall be referred to the Law of 25th October, 1919, as modified by the Laws of 6th December 1954 and 30 June 2000.