



The European Governing Board
of the Value Management
Training and Certification System

Statutes of the European Association for the Management of the Training and Certification in Value Management

E G B

**set up by the constitutive General Assembly of June 24, 2004
modified by the Extraordinary General Assembly of October 17, 2009**

Article 1 - Title

It has been established between the supporters to the present Statutes an association ruled by the July 1st, 1901 law and by the decree of August 16, 1901, entitled "Association de Gestion Européenne de la Formation et de la Certification en Management par la Valeur - E G B) (European Association for the Management of the Training and Certification in Value Management - EGB).

Article 2 - Purpose

This Association has been formed by National Value Associations within the European Economic Community, its purpose is to help the promotion, dissemination and progress of the certification of those who, in Europe, are active in Value Management (VM) and related disciplines by harmonizing the practices of the different national organizations and especially to :

- - define a European System of Training and Certification in Value Management, and develop it as necessary,
- - promote this system and encourage its adoption by representative national associations of Value Management of their country,
- - coordinate actions of national associations in charge of the management of the certification in Value Management,
- - organize and help organize conferences, congresses, research meetings and meetings for the exchange of experience,
- - implement a system of audits to ensure consistent application of common rules, as a basis for the mutual acceptance of certifications awarded,
- - develop, publish and disseminate documents, establish useful relations with public authorities, professional organizations and

other kinds of organizations, and maintain useful connections with similar foreign organizations,

- - more generally, take actions that will enable the objectives and the general aims of the Association to be met.

Article 3- Registered office

The registered office is 23, Rue des Grands-Champs, 75020 Paris.

The Board of Directors (see article 10) may transfer the registered office, any transfer other than to an adjacent department must be approved by the General Assembly before being effective.

Article 4 - Duration

The duration of the Association has been fixed at 99 years, to start with its formation on June 24, 2004.

Article 5 - Composition

The Association is composed of members that may be individuals or legal or non legal entities :

1. Full members are either representative national organisations (National Value Associations - NVAs) in charge of Value Management activities in their country and in charge, directly or not (and if not directly, through National Certification Organisations - NCOs) of the management of the European Value Management Certification scheme ;
- or NCOs (part of a NVA or not) which are in charge of the management of the European Value Management Certification scheme.

If several such organizations exist in a country, one alone can be a full member of the Association, the others can be associate members. It is left to each country to determine which organization is the full



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member to the EGB. If it cannot be determined nationally the EGB will decide.

2. Associate members are NVAs and NCOs, other than full members, interested in VM and in the European Value Management Certification scheme, managing and applying it.

3. Observing members are individuals and entities interested in VM and the Value Management Certification scheme but that are not applying it.

4. The "Past President" is the last person who, as representative of a full member, has been the President of the Association for at least ten months.

Article 6 - Application for membership

Applications to become a member have to be expressed in writing to the Secretary General (see article 10) who will examine the application and submit it to the Board of Directors. It alone is entitled to accept or reject the application. The decision is taken at a 2/3 majority of the votes of members present or represented.

Article 7 - Application of the European scheme of Training and Certification in Value Management

To be a full member of the Association, an NVA or NCO must apply or commit to apply the rules and procedures of the European scheme of Training and Certification in Value Management, as they are specified in the Rules (see article 22) and in Value for Europe (see article 23).

It must have committed itself to abide by the decisions of the Association. In particular it must have committed that it will no longer deliver European certifications or allow European certifications to be delivered in its country by an independent NCO, if the Association withdraws its full member status.

It must have pledged itself to take no legal action against the Association even if it considers to be wronged, morally or financially, by one of its decisions, including the withdrawal of its full member status.

Article 8 - Rights of the members

An entity member has to choose and name their representative, who will act and vote on their behalf during the assemblies. If a nominated representative

cannot attend an assembly then a deputy may be nominated.

The representative of a full member who is present or his deputy will have in Assemblies a number of votes in accordance with the weighting specified in the Rules. The other members have only one vote during Assemblies.

Full members can and must use or have the NCOs of their country use the acronyms and denominations of trainings and certifications specified by the Association and in some cases legally protected by it. The NVAs and NCOs of a country stop having the right to do so if the full member of their country loses its full member status.

Article 9 - Withdrawal from the Association

Membership can be terminated by :

1. Resignation,
2. A decision by the Board of Directors for non-payment of the annual contribution or for any other serious inappropriate action. The member concerned has the right to a hearing with the Board and may appeal to the General Assembly.
3. Full members may be excluded from the scheme if they have failed or if an NCO of their country has failed to apply the scheme properly over a long period of time. Such failure can be considered by the Board of Directors as a serious inappropriate action.

A decision to terminate membership must be made by a two-third-majority of the Board of Directors. It has to be ratified by the next General Assembly by a two-third-majority of the votes cast by present or represented members.

Article 10 - Board of Directors

The Association is administered by a Board of Directors, the members of which are the representatives of the full members of the Association. The Board elects among its members the President, the Secretary General and the Treasurer. It may elect a Deputy Secretary General. Their mandates are for 3 years. The Past President is a statutory member of the Board of Directors.

The Board can fill the positions of President, Secretary General, Deputy Secretary General or Treasurer that might become vacant before the full term of the mandate has expired. The term of these new mandates will be for 3 years.



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Article 11 - Modes of renewal of the President, Secretary General, Deputy Secretary General and Treasurer

Elections must take place at the end of a mandate. Existing office holders may stand for re election for a second term. They may only be re elected once. The conditions for re election are specified in the Rules. The same dispositions apply for the members of the Executive Committee (see article 15).

Article 12 - Meetings of the Board of Directors

The Board meets at least twice a year, and each time it is convened by its President or according to the procedure described in the Rules. Meetings are led by the President or his nominated deputy if he cannot attend. That person will normally be the Secretary General.

A member who cannot attend can be represented by another member of the Board, who must have a written proxy. One member cannot have more than one proxy. For meetings to be quorate at least half of the Directors must actually be present.

Minutes of the meetings must be taken. The minutes are signed by the President and the Secretary General ; they are produced, without blanks or parts scratched out, on numbered pages that are kept at the registered office of the Association.

Most decisions are taken on a simple majority vote of the present or represented members (but see articles 6 and 9) ; if there is no majority, the President or the person that replaces him has a casting vote. The weighing of votes and the number of votes that is used for the voting of the General Assemblies is used for those of the Board of Directors.

A member of the Board of Directors can send two observers to a Board meeting. They can take part in the discussions, but they cannot vote.

Members of the Association who are not members of the Board of Directors may attend its meetings, take part in discussions, but they cannot vote.

Article 13 - Powers of the Board of Directors

The Board of Directors is invested with full authority to authorize all acts that are not expressly reserved to the General Assembly.

It supervises the management of the members of the Executive Committee and is entitled to ask them to account for their actions.

In case of disputes between members of the Association, or between a member or an NVA or an NCO and a party outside the Association, the Board of Directors may study the case and arbitrate a solution. The Board of Directors may be formally asked to do this by any of the parties involved, and may decide to do so on its own initiative. The procedure for resolving disputes is dealt with in the Rules. The EGB is the final arbiter on issues of governance of the European Training and Certification scheme.

The above list is not meant to be exhaustive, but an indicative general statement. The Board of Directors can delegate powers for a limited period and for a specific matter.

Article 14 - Duties of the members of the Board of Directors

President : The President convenes the General Assembly and the Board of Directors. He leads the work of the Executive Committee, the members of which account to him for their actions.

He represents the Association in all private actions and is fully empowered to act on the behalf of the Association. In particular he is entitled to go to law for the Association, both as a plaintiff and as a defendant.

In case of appearance in court of law, the President can only be replaced by a representative acting by virtue of a specific proxy established by him. In case of absence or sickness, he is replaced by the Secretary General, and if the latter is not available, by another Director specially delegated by the Board. The representatives of the Association must have the full exercise of their civil rights.

The President can incur estimated expenses up to the limit specified by the Rules, without referring to the Executive Committee.



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Secretary General : The Secretary General is in charge of the administrative management of the Association.

He ensures the convening of the General Assembly. He produces the minutes of the meetings and ensures their transcription onto registers.

He is in charge of the special register specified by the law, ensures that prescribed formalities are carried out and that they are transcribed on the special register.

Deputy Secretary General : The Deputy Secretary General is empowered to fulfil the tasks of the Secretary General when the latter cannot fulfil them and the tasks that the Secretary General asks him to fulfil in his place.

Treasurer : The Treasurer is in charge of the management of the assets of the Association.

He makes out all invoices, makes all payments and receives all receipts, under the supervision of the President.

He maintains the accounts regularly, and presents them to the annual General Assembly that is required to determine the probity of his administration.

The payment of expenses higher than a ceiling fixed by the Rules must be signed by both the Treasurer and the President of the Association. If one of them cannot do it, this being noted by the Executive Committee, the second signature can be given by the Secretary General. If impossible, by special permission of the Executive Committee, the payment can be made with one signature only.

The President, the Secretary General and the Treasurer must be empowered to sign bank orders.

Article 15 - Executive Committee

An Executive Committee takes charge of the ordinary management of the Association. The President, the Secretary General, the Deputy Secretary General if there is one, the Treasurer and the Past President are statutory members of the Executive Committee, the Board of Directors may elect other of its members to the Executive Committee.

The Executive Committee is accountable of its actions to the Board of Directors.

Article 16 - Specialized committees

Specialized committees can be created with the agreement of the Board of Directors.

They must choose, in agreement with the Executive Committee, who will be responsible for them. These persons must be members of the Association.

They must submit reports of their activities to the General Secretary of the Association.

They must ask for the approval of the Executive Committee before undertaking their activities and issuing publications outside the Association.

The Board of Directors or the Executive Committee are empowered to delegate a representative to a specialized committee.

Article 17 - Commissions

If it is of the benefit to the Association, the President can commit commissions to any member of the Association. These commissions give an entitlement to payments within the limit specified by the Rules.

If a payment is to exceed this limit, it must be approved by the Board of Directors.

Article 18 - Non-payment of mandates and refund of expenses

Members of the Association cannot receive payment for elective functions that are allocated to them, unless this has been exceptionally voted by the Board of Directors and justified before the General Assembly.

Only refunds of expenses are possible.

Article 19 - Contributions

The total annual contribution due from the various categories of members of the Association is decided each year by the Board of Directors. The way in which that total contribution is distributed among the members is fixed by the Rules. The Board of Directors may temporarily change that distribution.

The General Assembly endorses the contribution policy proposed by the Board of Directors.



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The date of payment of the contributions starts from the first of January of each year.

Article 20 - Resources

The resources of the Association come from

1. the contributions of its members,
2. subsidies or assistance of public or private organizations and physical persons,
3. income of the organization of conferences and the distribution of publications,
4. the receipt of all other occasional resources received on decision of the Board of Directors.

Article 21 - Liability

Only the accumulated assets of the Association can be used to meet commitments that will have been made or of civil judgments that could be made against it. No member of this Association, including Board members, can personally be liable for the debts of the Association.

Article 22 - Rules

The Board of Directors determines the Rules that specify how these statutes will be implemented as well as other rules and procedures not considered by the statutes. The members of the Association must comply with the Rules, as they must comply with the statutes.

The Rules and any modifications must be submitted for approval to the General Assembly. They apply as soon as they have been voted.

Article 23 - Value for Europe

The Board of Directors are responsible for creating and maintaining Value for Europe. In this document, the rules regarding different levels of certification and training are specified. The members of the Association must comply with Value for Europe, as they must comply with the statutes and the Rules.

Value for Europe and any modifications must be submitted for approval to the General Assembly. The application timescale will be agreed as part of the submission.

Article 24 - General Assemblies

The General Assemblies of the Association include all the members of the Association.

They meet when convened by the President or at the request of a quarter of the total votes of full members of the Association.

The agenda is established by the Board of Directors and is given in the notice of the meeting. Notices are sent at least 20 days in advance.

Members prevented from attending can delegate another member to represent them. The latter must have a written proxy. A member cannot have proxies of more than one full member.

The Bureau of the Assemblies is composed of the President of the Association, the Secretary General or his Deputy, the Treasurer and two members among the present members. The Bureau of Assembly is responsible for ensuring that General Assemblies are properly run.

The decisions of the General Assemblies are made by a majority of the votes cast by the present or represented members. The number of votes that can be cast by them is specified in the Rules, it is weighted to take into account the size of the member countries.

All the deliberations are voted by show of hands (taking into account the number of votes that can be cast by each member), but a secret vote can be decided either by the Board of Directors, or by the Bureau of the Assembly, or by a quarter of the votes of the present or represented members.

An attendance register is signed by the members participating in the meeting and certified as being true by the members of the Bureau of the Assembly.

Article 25 - Extraordinary General Assembly

The General Assembly meets in an extraordinary session when its agenda relates to modifications to be made to the statutes. It is its exclusive competence to dissolve the Association and to re-allocate its assets, as well as to decide to merge with any Association which has a similar aim.

The decision is taken by the majority of three-quarters of the votes of the present and represented members.



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For a valid decision, the present and represented members must have at least a quarter of the total of the votes of the members of the Association. If a quorum is not reached during its first meeting, the Assembly is convened again, with at least an interval of 15 days and of 2 months at most. It can then determine an outcome irrespective of the number of votes held by the present and represented members.

Article 26 - Ordinary General Assembly

The General Assembly meets in an ordinary session at least once a year.

An ordinary General Assembly can validly deliberate issues irrespective of the number of present or represented members.

The report on the management of the Board of Directors and on the financial and general situation of the Association is submitted to it.

It can appoint any commissioner-auditor of the accounts and instruct him to make a report on their keeping.

It approves the accounts of the past calendar year, votes the budget of the calendar year to come.

It ratifies the modifications of the Rules and of Value for Europe.

It ratifies the global amount of the contributions for the current calendar year fixed by the Board of Directors, and makes a decision, after proposals from the Board, on the policy of contributions for the year or years to come.

It empowers the Board of Directors or to some of its members all authorizations to carry out operations which are in the object of the Association and for which statutory competences would be insufficient.

In addition, it considers those various issues passed to the Secretary General, at least ten days before the meeting and which the General Assembly, by an absolute majority show of hands of the votes of present and represented members, would have decided to discuss.

All the deliberations of the Ordinary General Assembly are taken by the absolute majority of the votes of present and represented members.

Article 27 - Consultation by correspondence

For all ordinary decisions other than the approval of the annual accounts, the Board of Directors can exceptionally decide to consult an Ordinary General Assembly by correspondence by proceeding to a vote set down by writing.

The vote is secret.

At least 20 days in advance, the following items are sent to each member :

- a voting envelope,
- the text of the proposed resolutions, and the corresponding voting paper,
- the indication of the date of the counting of the votes.

The votes are counted in the presence of the members of the Board of Directors. The results are established according to the same rules that when the Ordinary General Assembly meets physically. They are declared by the President (a copy is sent to all the members of the Association).

Article 28 - Minutes

Minutes of the deliberations of the Assemblies and of the votes set down by writing are transcribed by the Secretary General on a register and signed by the President and by a member of the Board of Directors present at the deliberations.

Minutes of deliberations of the Board of Directors are transcribed by the Secretary General on a register and signed by the Secretary General and the President.

The Secretary General can deliver all certified true copies that are authentic for third parties.