



CONSTITUTION SATZUNG

EUROPEAN FEDERATION OF FUNERAL SERVICES
EUROPÄISCHE VEREINIGUNG FÜR BESTATTUNGSDIENSTE

2012



CONSTITUTION
OF THE
EUROPEAN FEDERATION OF FUNERAL SERVICES (EFFS)
EUROPÄISCHE VEREINIGUNG FÜR BESTATTUNGSDIENSTE

The establishment of the European Federation of Funeral Services (EFFS) was approved by administrative decision of the Public Security Directorate for Vienna (Federal Ministry of the Interior) dated 29 November, 1994, No. IV-SD/2136, VVM/94.

The present Constitution was approved at the General Assembly of the EFFS held in Düsseldorf on 25 November 2011.

In accordance with Article 16, paragraph 1 of the EFFS Constitution, the linguistic authenticity of the English version of the Constitution was verified by a translator certified according to the ÖNORM EN 15038 standard (Fox Coffey KEG) on 10 February 2012.

PREAMBLE

The EFFS is a European federation of national and regional funeral directors associations, funeral directors or funeral homes, and of corporate entities or establishments engaged in the provision of products or services related to the funeral sector.

The EFFS operates as an international non-profit organization.

It will be incorporated according to the resolutions passed during General Assemblies held in 1994 of “Europäische Bestatter-Union” (hereinafter referred to as “EBU”), with its registered office in Vienna, and of “Association Européenne de Thanatologie” (hereinafter referred to as “AET”), with its registered office in Brussels and therefore shall replace EBU and AET in order to protect mutual interests in an ever closer cooperation.

The EFFS believes that the Constitution set forth in the following pages creates an appropriate basis for achieving the objectives as defined in Article 3, whilst respecting the principles of non-interference in national practices and traditions or the legal status of its members.

Article 1. NAME

The Organization shall be designated

EUROPEAN FEDERATION OF FUNERAL SERVICES (EFFS)
EUROPÄISCHE VEREINIGUNG FÜR BESTATTUNGSDIENSTE

Article 2. REGISTERED OFFICE

The registered office of the EFFS is in Vienna, Austria.

Article 3. PURPOSE

The EFFS is an international non-profit organization performing scientific studies and social tasks.

1. The objective and purpose of the EFFS is to engage in common research on, and joint study of the legal, scientific and technical issues related to funeral services. These activities are based on European and international cooperation, and are aimed at improving the working conditions and quality of service of EFFS members, furthering public hygiene, whilst respecting the customs and traditions of the families of deceased persons.
2. The EFFS seeks to reach these objectives in compliance with existing legal stipulations through
 - a) the study of matters of common interest to all funeral service contractors;
 - b) the exchange of experience and information, as well as the furtherance of cooperation, and mutual assistance between members;

- c) agreements providing for the mutual assistance and support of members in the provision of funeral services, especially with regard to the transport of deceased persons involving EFFS members domiciled in different countries;
 - d) concerted action vis-à-vis the relevant national and supranational bodies as regards the conclusion of, or compliance with, international conventions and agreements governing funeral services;
 - e) acting as a representative authority on a European level to protect the general interests of the profession and harmonize the activities of the individual funeral service contractors without violating national laws or infringing on the autonomy of national member organizations;
 - f) the publication of any scientific, technical or legal research findings, as well as the organization of meetings, conferences and other events;
 - g) representation within international organizations in all matters concerning the profession.
3. In view of the special status and significance of the profession, the members shall draw up an ethical code and promote compliance with it. This ethical code shall, however, not contain any regulations that conflict with national laws, the organizational rules of the members, or the customs prevailing in the states in which members have their registered offices.
 4. The members of the EFFS shall cooperate on a voluntary and friendly basis.
 5. As a matter of principle, the EFFS shall refrain from dealing with any national matters.

Article 4. MEMBERSHIP

1. The membership of the EFFS comprises regular members, extraordinary members and honorary members or honorary presidents. Applications for membership shall be made in writing and addressed to the Executive Director.
2. Natural persons or legal entities seeking regular membership can do so on condition that they have their registered office in a country that is geographically considered to be part of Europe, and that they exercise their profession in Europe. The following may become regular members:
 - a) National funeral directors associations of those countries which are 80% inside geographical Europe and with at least 80% of their population within geographical Europe (hereinafter referred to as “National Members”);¹
 - b) Regional funeral directors associations and funeral directors (hereinafter referred to as “Individual Members”).
3. Natural persons or legal entities whose registered office is not in a European country and/or who do not exercise their profession primarily in Europe may be

1. All European countries with territories outside of geographical Europe but with 80% of their main geographical area and majority population within geographical Europe may also apply for membership as Individual Members.

admitted as extraordinary members. Other associations, corporate entities or establishments who provide products to, or whose activities are related to funeral services, such as cemeteries and crematoria, may become extraordinary members as well.

4. Upon request of the Board, the General Assembly may admit natural persons or legal entities that have rendered valuable services in a scientific, cultural or social field, or that have rendered any particular service to the profession as honorary members or honorary presidents. Honorary members or honorary presidents may participate in General Assemblies in an advisory capacity or may be called to serve on Working Committees.
5. The Board shall take decisions regarding the admission of members on the basis of applications received. Should the country in which the applicant is based already be represented within the EFFF by one or more National Members, the Board shall seek the opinion of these associations prior to taking a decision. Membership commences upon admission by the Board. In the event that the application is rejected, the applicant may lodge an appeal with the General Assembly. At each regular General Assembly, the Board shall report on the admission of new members and on any rejections of applications since the last General Assembly.
6. Membership shall expire upon the death or resignation of a member following notification thereof, upon deletion or exclusion, or for corporate entities, at such time that they lose their status of a legal entity.
7. Resignation shall be permitted only after notice thereof has been duly given in writing. This written notice of resignation must be submitted to the Executive Director at least six months prior to year end, i.e. by 30 June of the calendar year in question.
8. The Board may revoke membership if a member has defaulted on payment of the membership fees for more than two consecutive years in spite of two reminders. A revocation of membership does not release the member from its obligation to pay the membership fees that have accrued up to that date.
9. Members may be excluded on the grounds of gross neglect of duty by unanimous decision of the Board. The member concerned is not allowed to vote. In this case, the member concerned must be informed of such decision in writing no later than five months prior to the scheduled date of the next General Assembly. The member may lodge a written appeal against this exclusion with the General Assembly.
10. Upon termination of membership, members shall not be entitled to claim any of the assets of the EFFF; membership dues paid to EFFF will in no event be reimbursed.

Article 5. RIGHTS AND OBLIGATIONS OF MEMBERS

1. All members have the right to participate in the General Assembly. Furthermore, regular members are entitled to designate themselves as EFFS members in their business transactions and to use the EFFS logo. All members undertake to further the objectives of the EFFS as described in Article 3 above, to respect the provisions of the EFFS Constitution and to meet the obligations arising from decisions taken by the relevant EFFS bodies in accordance with the Constitution.

The national associations have the obligation of keeping the Executive Director informed on all matters concerning the EFFS, including and in particular, modifications of relevant laws and legal norms, as well as changes in their respective Boards.

2. All members agree to refrain from any individual or joint action which conflicts with the interests of the EFFS, and to continually promote the reputation, standing and interests of the EFFS on a European and international level.

Article 6. VOTING RIGHTS

1. Voting rights and eligibility at General Assemblies are exclusively reserved to regular members whose membership fees have been paid by the end of April of the current year as stipulated in Article 7.2.

2. National Members shall be entitled to vote in such a way that the number of votes will be allocated on the basis of the population of the country of which they are a national according to the following formula:

Two votes for the first million of population and a further vote for each and every subsequent million of population or part thereof. National associations from the same country have a shared vote for the total number of votes allocated to their country, unless they have amicably distributed the votes amongst themselves and have informed the Executive Director of this agreement in writing.

3. All members specified as Individual Members shall have one shared vote for all members from the same country.
4. Extraordinary and honorary members have no vote.
5. Prior to each General Assembly, a written notification naming the person who will cast any shared votes, must be given to the Executive Director. Should the members fail to nominate such a person, their voting rights will rest for that Assembly.

Article 7. FUNDING

1. The funds required by the EFFS to carry out its tasks shall be derived from admission fees, membership dues, income from Assemblies and other events, as well as from donations and the sale of publications.

2. The General Assembly can only pass a decision on admission fees and membership dues if a request to this effect has been submitted by the Board. Admission fees must be paid upon receipt of the invoice and membership dues must be paid by April of the current calendar year at the latest.

Membership dues consist of two elements: a fixed basic amount to be paid by all members, plus an additional variable proportional amount to be paid by National Members as per the number of votes allocated to these Members as defined in Article 6, Section 2.

3. Each new EFFF member shall pay an admission fee to be fixed by the Board in order to cover the administration expenses associated with its admission.
4. All amounts shall be paid in the common currency of the EU or the currency of the country in which the EFFF has its registered office, with postage prepaid and free of any expenses to the EFFF.
5. All members shall be informed in writing of the membership dues no later than January of each calendar year.
6. Membership dues shall cover the costs of the administrative office and the expenses incurred through performing the tasks as defined in the Constitution. The Board has the responsibility of ensuring that all tasks assigned to the Executive Director are carried out economically and with utmost efficiency.
7. Honorary members as defined in Article 4, Section 4, are exempt from the payment of any dues.

Article 8. EFFF BODIES

The EFFF shall have the following bodies:

1. The General Assembly
2. The Board
3. The Finance Committee
4. The Auditors
5. The Board of Arbitration

These bodies are elected and perform their duties without compensation.

Article 9. GENERAL ASSEMBLY

1. The General Assembly is the supreme body of the EFFF. It consists of the regular members with voting rights and of extraordinary and honorary members in an advisory capacity. Each regular member has the right to represent only one other member by written proxy. (Voting rights are defined in Article 6.)
2. The General Assembly has the authority to make decisions on all matters set out in the Constitution.

3. The General Assembly shall:
 - a) make decisions on proposals submitted by the Board with regard to budget, the fixing of admission fees and membership dues, and the appointment of honorary members;
 - b) approve the report of the Board on activities carried out since the last General Assembly;
 - c) receive the financial statement (accounts) of the Board, approve the Auditor's Report on the financial affairs of the EFFS and decide on approval of the conduct of business of the Board;
 - d) elect members to the Board as specified in Article 10, 2., the Auditors, and the Board of Arbitration;
 - e) make the final decision on the admission of new members who, after rejection by the Board, have lodged an appeal in accordance with Article 4, section 5;
 - f) make the final decision on the exclusion of members who have appealed against a Board decision under Article 4, section 9;
 - g) make decisions on amendments to the Constitution and the dissolution of the EFFS;
 - h) decide if and when secret votes and elections shall be held.
4. An ordinary General Assembly must be held annually. The Assembly is called by the President, who also acts as Chairman. Should the President be prevented from attending the Assembly, he/she will be replaced by the vice-president most senior in years.

Organisational requirements:

- i. All members must be informed of the date and place of the General Assembly at least six months in advance.
 - ii. A written invitation to the Assembly, including an agenda, must be sent three months in advance.
 - iii. The wording of any application to amend the Constitution or to amend the membership dues must also accompany the written invitation sent three months prior to the General Assembly.
5. Upon request of the Board or upon written request by one tenth of the votes of the National Members, an extraordinary assembly must be called within two months. The notification to members must be accompanied by an agenda.
 6. The General Assembly forms a quorum if at least one third of the votes of all members who are entitled to vote or their duly appointed representatives are present. Duly represented members are considered present. The election process is as follows: The number of votes registered at the beginning of the meeting will be the basis for calculating the necessary majority. Members may agree or disagree with motions, or abstain.

- a) The General Assembly only forms a quorum for decisions and elections if at least half of the votes of all the members entitled to vote are present. Decisions and elections at the General Assembly shall be taken by a simple majority (more than 50% of the votes) of the votes of all members present and entitled to vote. In the event that more than two candidates are standing for election and none of the candidates receive more than 50 % of the votes of all members present and entitled to vote, a second round of voting will be held between the two candidates with the most votes. In the second round of voting, the candidate with the most votes will be elected.
- b) The General Assembly only forms a quorum for amendments to the Constitution or admission fees or membership dues or for the dissolution of the EFFF if at least half of the National Members are present. Amendments to the Constitution or to the admission fees and membership dues, or the dissolution of the EFFF require a qualified majority of two-thirds of the votes of all members present and entitled to vote, as defined in Article 4, Section 2.
- c) The right to vote at a General Assembly, as defined in Article 6, and the right to be elected can only be exercised by members who have paid their membership dues in full as defined in Article 7, Section 2.

In the event that a General Assembly does not constitute a quorum at the agreed time, a waiting period of one hour must be observed. After that time, the General Assembly shall be deemed to constitute a quorum irrespective of the number of persons present. This must be specified in the invitation to the General Assembly.

7. Only members who are entitled to vote may put forward motions.
 - i. Motions concerning the items on the agenda must be submitted in writing to the EFFF Executive Director at least two months before the General Assembly.
 - ii. Any motions for topics to be added to the agenda must be submitted at least four months prior to the General Assembly.
 - iii. All motions regarding changes and/or additions to the agenda must be distributed to all members of the association at least one month prior to the General Assembly.
8. Minutes shall be taken at the General Assembly and shall contain verbatim reports of the decisions taken by the Assembly, and details of the quorum and the results of any votes. The minutes shall be signed by both the Chairman of the Assembly and the Executive Director. The minutes shall be taken in English and will be sent to all members. Written reports on the outcome of the work of the General Assembly will be sent to all members by the Executive Director.
9. Proposals to amend the admission fee, membership dues or the Constitution, or to dissolve the EFFF must be submitted to the Board before being included in the agenda of the General Assembly.
10. The official working language of the EFFF is English.

Article 10. THE BOARD

1. The Board shall consist exclusively of duly authorized representatives of National Members.
2. The Board shall consist of the following elected members:
 - a) one President
 - b) two Vice-Presidents
 - c) three members from countries with a population greater than 15 million (in the event that there are fewer than three candidates from countries with a population greater than 15 million, the seat will be open to a further candidate(s) from countries with a population of less than 15 million)
 - d) two members from countries with a population less than 15 million
 - e) one Treasurer
3.
 - a) As a matter of principle, members from the same country may only be represented once on the Board. The members of the Board can only be nominated by a National Member and are elected by the General Assembly.
 - b) The President will serve for a period of two years and may be re-elected for a second term of two years. All other elected members will serve for a period of two years and may be re-elected.

The President may not be a national of the country where the Registered Office of the EFFS is located. A representative from the EFFS registered office may attend meetings in an advisory capacity. In any event, each member of the Board will remain in office until a new Board is elected by the General Assembly.

The retiring President is not a member of the Board, but may attend meetings in an advisory capacity.
 - c) Should a Board member resign or retire from his/her position before the end of his/her term, the successor must be elected by the General Assembly.
4. The Board will assist in the work of the EFFS in cooperation with the Executive Director, and report on the work conducted at the General Assembly.
5. The Board will appoint a Finance Committee consisting of five members to assist the Board in all financial matters. The Chairman of the Finance Committee shall be a representative of the member paying the highest membership fee. The Finance Committee advises the Board on all financial matters and also on the fixing of the admission fee and membership dues. The Finance Committee shall only constitute a quorum if all members are present or represented by proxy. It takes decisions with a two-thirds majority; abstentions are not permitted. Each member of the Finance Committee may replace only one other member of the Committee by written proxy.

6. The President of the EFFF calls Board meetings as required, but at least once a year, and shall act as Chairman of such meetings. Should the President be prevented from attending the meeting, he shall be replaced by the Vice-President most senior in years. The Board shall constitute a quorum if at least two-thirds of the members are present. Board members may replace only one other Board member by written proxy. All Board decisions shall be adopted by simple majority. Motions by the Board to the General Assembly regarding the admission fee and membership dues, amendments to the Constitution or the dissolution of the EFFF require the consent of all Board members.
7. The Board is responsible for the management of the EFFF. It carries out all activities which the Constitution has not allocated to other bodies of the Federation. In particular, it is responsible :
 - i. for establishing the budget;
 - ii. for preparing a written progress report;
 - iii. for providing a statement of accounts;
 - iv. for all preparations of the General Assembly, including supervision and implementation of its decisions;
 - v. for the evaluation of the results of the working committees;
 - vi. for the administration of the Federation's assets;
 - vii. for the admission and expulsion of Federation members; and for the recruitment and termination of the Executive Director and all other employees of the EFFF.
8. The President, or in his absence a Vice-President, is the official representative of the EFFF. Documents and announcements shall be signed by the President or in his absence by a Vice-President, and countersigned by the Executive Director (Article 11). Authorization to represent the EFFF in legal transactions may only be granted by these officers.
9. The Treasurer is responsible for the proper management of EFFF funds.

Article 11. EXECUTIVE DIRECTOR

The Executive Director shall be appointed for an indefinite period by the Board and remunerated from the funds of the EFFF, of which he/she is an employee. Subject to the instructions given to him/her by the President, he/she shall be entrusted with the running of the day-to-day business of the EFFF. He/she shall perform these duties in cooperation with the Board and shall attend all meetings of the General Assembly and of the Board in an advisory capacity. For all day-to-day operations, the Executive Director has sole signing authority for the EFFF. He/she shall be responsible for taking minutes at the General Assembly and at Board meetings. The scope of his/her work shall be defined in writing by the Board. He/she is assisted by an Administrative Office, which is remunerated from EFFF funds.

Article 12. AUDITORS

1. The General Assembly shall elect two EFFS members or their representatives as auditors. These auditors may not be nationals of the same state, nor may they be nationals of the country in which the EFFS has its registered office. Furthermore, they may not serve as Board members, nor have the same nationality as the President of the EFFS.
2. The Auditors shall serve for a two-year term but can be re-elected.
3. The Auditors shall examine all revenues and expenditure entered in the accounts of the EFFS and verify its annual financial statements with due regard to the provisions stipulated in the EFFS Constitution. The Auditors shall report their findings to the Board and to the members at the General Assembly and shall demand approval of the actions of the Board for the fiscal year under review.

Article 13. WORKING COMMITTEES

1. The Board shall set up working committees, appoint the members to serve on such committees, determine their duration and entrust them with relevant tasks.
2. The Board may assign specific tasks for a certain period to those EFFS members deemed particularly capable of performing such tasks.
3. The chairpersons of the working committees may participate in Board meetings in an advisory capacity if deemed necessary.

Article 14. BOARD OF ARBITRATION

1. Any disputes arising through the EFFS shall be settled by the Board of Arbitration.
2. The Board of Arbitration is elected by the General Assembly and shall consist of three members who will serve for a period of two years. Should the arbitrators be unable to settle a dispute within one month, the President and the Vice-Presidents of the EFFS shall make the final decision on the dispute.
3. The party seeking an arbitration award shall make an deposit payment to cover the estimated costs and expenditure incurred in the course of the arbitration proceedings. The amount of the deposit shall be determined by the Board of Arbitration. Should the deposit prove insufficient in the course of the arbitration proceedings, the Board of Arbitration must request an additional deposit to cover the costs. The Board of Arbitration shall not take any further action or continue its work unless a further deposit has been made.
4. Before a decision is reached, the arbitrators shall hear the parties and establish the facts which are the subject of the dispute. The arbitration procedure shall otherwise be left to the discretion of the arbitrators. The Board of Arbitration shall take its decision by simple majority in the presence of all its members. The

Federation shall consider its decision to be final if taken within a period of one month, as defined in Article 14, Section 2 above.

5. In accordance with Section 2, the arbitrators shall be entitled to compensation for their travel and other expenses, as approved by the Board.

Article 15. DISSOLUTION OF THE EFFS

In the case of voluntary dissolution by the General Assembly in accordance with Article 9, Section 3, subsection g), the General Assembly shall also take a decision as regards the use of its assets and shall appoint a liquidator. The assets, as far as possible and permitted, shall be transferred to an organization pursuing the same or similar aims as the EFFS.

Article 16. AUTHENTIC TEXT

1. The Executive Director shall arrange for an authentic translation of the Constitution into English which will be the official and authorised version, in addition to the version in the language of the country in which the EFFS has its registered office.
2. Translations may be made into other languages, but will not be recognized in the event of a dispute.