

CHARTER

of

The Regional Environmental Center for Central and Eastern Europe (REC)

consolidated version



REGIONAL ENVIRONMENTAL CENTER

This consolidated version of the Charter of the REC has been prepared for sole documentary purposes on the responsibility of the REC Secretariat.

PREAMBLE

Whereas the Regional Environmental Center for Central and Eastern Europe (REC) was established in 1990 by a Charter signed by the Governments of the United States of America, the Republic of Hungary and the Commission of the European Communities, and acceded to by nineteen other Governments,

Whereas the REC was given the mission to promote regional cooperation and public participation in all environmental issues, thereby assisting the countries of Central and Eastern Europe in their transition to democratic civil societies,

Whereas the Signatories to the present Charter maintain their political and financial support of the activities of the REC while serving its mission,

Acknowledging that the continuation of this same mission was repeatedly endorsed by subsequent documents, last by the "Agreement between the Board of Directors of the REC and the Government of the Republic of Hungary on the Status of the Regional Center in Budapest" of 1995 (the Headquarters Agreement),

Welcoming that the Headquarters Agreement grants the REC the status of a body of international character,

Taking into consideration, as a consequence of its legal status, the need for regulating the establishment and the operation of the REC appropriate to its status,

Taking into consideration that Governments wishing to extend their support to the REC should be offered an appropriate procedure to become Signatories to the present Charter,

We, Signatory Governments, duly represented by our authorized representatives, *hereby adopt the following Charter of the REC:*

1. LEGAL STATUS OF THE REC

1.1. Purpose

The Signatories confirm that the REC is a body of international character with a seat in Szentendre. The Signatories confirm that the mission of the REC remains for the future to assist in addressing environmental issues mainly in Central and Eastern Europe through the promotion of cooperation among nongovernmental organizations, governments, businesses, and other environmental stakeholders, the free exchange of information and public participation in environmental decisionmaking.

1.2. Activities

The REC as an independent, non-partisan, non-advocacy, not-for-profit body of international character designs and implements programs to fulfil its mission. The REC will continue, inter alia, to:

- follow the development of global environmental problems;
- regularly assess strategic environmental needs in Central and Eastern Europe and serve as a resource in identifying solutions;
- promote public participation in environmental decisionmaking;
- promote cooperation for improving the environment between governments, academic, and nongovernmental organizations and members of the business community;
- gather and distribute environmental data on the countries of the region as well as pertaining to the region as a whole;
- offer opportunities for mutual exchange of experiences for interested countries, organizations and individuals;
- offer in kind as well as financial support to promote the solution of certain environmental issues,

and

- award fellowships and organize educational, training and scientific programs in the field of environmental protection, management as well as nature conservation in the region.

1.3. Governing Body

The governing and decisionmaking body of the REC is the Board of Directors.

1.4. Advisory Body

The advisory body to the Board of Directors is the General Assembly.

2. BOARD OF DIRECTORS

2.1. General Powers

The Board of Directors possesses all powers as manager of a body of international character and shall operate in accordance with the present Charter and within the policy framework laid down by the Signatories. The Board of Directors shall be responsible for broad policy decisions. The Board of Directors shall establish the Organizational and Operational Regulations affecting the day-to-day management of the Center and oversee their implementation. The Board of Directors shall closely monitor the Center's financial management. The Board may on the initiative of the Chairman of the Board of Directors or the President of the General Assembly convene from time to time a special group of Signatories to provide guidelines to the Board on important policy issues. The Board of Directors shall regularly inform the General Assembly on the Center's activities and management. Minutes and reports will therefore be provided to the General Assembly.

2.2. Qualification, Election, Number, Terms of Office, Vacancies and Replacement

2.2.1. Qualification

Membership may include environmental experts, government officials, business leaders and representatives of environmental and other nongovernmental organizations. Selection shall be made based on the qualifications of the candidate.

2.2.2. Election

Members shall be elected by Signatories on the basis of nominations made by the Board of Directors. The Board composition should reflect the special status of major donors of the Center.

2.2.3. Number

The Board of Directors consists of not less than seven (7) and not more than eleven (11) members. In addition, the President of the General Assembly and the Executive Director shall participate ex-officio in the meetings of the Board.

The Chairman may by decision of the Board invite distinguished individuals considered to be essential to the Board's work, to participate in any or all of the Board Meetings. Such invitees are not allowed to participate in the decisionmaking or entitled to vote.

2.2.4. Terms of Office

Each Member shall hold office for three years which can be extended once.

2.2.5. Vacancies and Replacement

If a Member is unable to serve out his or her term or fails to attend three consecutive meetings, the Board of Directors shall propose a replacement for approval of the Signatories.

2.3. Meetings

The Board shall meet at least twice a year at a time and place determined by the Board.

2.4. Quorum

A majority of Members in office shall constitute a quorum for the transaction of business.

2.5. Voting

2.5.1. Voting in Person

Except as otherwise expressly required the vote of a majority of Members present at a meeting at which a quorum is present shall constitute the action of the Board. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board.

2.5.2. Absentee Voting

Absentee voting shall be permitted either by mail or by proxy.

2.5.2.1. Voting by Mail

The Board may, instead of acting in meetings, act by the unanimous written consent of its Members.

2.5.2.2. Voting by Proxy

If a member is unable to attend, he or she may vote by providing a written proxy to any voting member of the Board.

2.6. Compensation

Except as otherwise provided herein members of the Board of Directors serve without compensation. They are, however, entitled to be reimbursed for travel and related expenses. Directors may be compensated appropriately for services above and beyond their general responsibilities as Directors.

3. GENERAL ASSEMBLY

3.1. General Powers

The General Assembly shall give opinions, on the basis of information provided by the Board of Directors as mentioned in 2.1, on the activities of the Center and their impact, and on the needs of the Region. In addition to these powers, the General Assembly may, at the request of the Board of Directors, support the Center through such activities as fundraising, public relations, strategic planning, technical assistance and policy recommendations.

The General Assembly may establish advisory committees and officers from among the members of the Assembly, as needed. The Chairman of the Board and the President of the General Assembly shall establish procedures facilitating cooperation between these two bodies.

3.2. Qualification, Election, and Terms of Office of Members of the General Assembly

3.2.1. Qualification and Election

The Board of Directors shall invite each Signatory to designate a duly authorized representative to serve on the General Assembly. The Assembly may by two-thirds majority vote co-opt additional members. The number of co-opted members shall not exceed one third of the number of representatives of Signatories.

3.2.2. Terms of Office

Members of the General Assembly may serve, three-year terms, which may be renewed.

3.3. Meetings

The General Assembly shall meet at least once a year.

3.4. Rules and Operating Procedures

The General Assembly shall establish its rules and operating procedures in agreement with the Board of Directors.

3.5. Compensation

Members of the General Assembly shall serve without compensation, except for travel and related expenses that have been authorized in advance by the Board of Directors.

4. OFFICERS

4.1. Chairman of the Board of Directors

The Board of Directors shall elect a Chairman from among its Members by a majority vote of the Members in office.

4.2. President of the General Assembly

The General Assembly shall elect a President from among its members by a majority vote.

4.3. Executive Director

The Board of Directors shall appoint an Executive Director to manage the day-to-day affairs of the Center in accordance with the policies and the guidelines established by the Board of Directors.

5. RECORDS

5.1. Annual Report

The Board shall publish an annual report, including a revenue and disbursement statement for the previous year.

5.2. Minutes

The Board shall keep regular minutes of proceedings.

6. FINANCES

6.1. The REC's records and documents regarding the use of all funds and contributions shall be subject to regular yearly external audits.

6.2. The REC may accept financial or in-kind contributions or earned income without prejudicing its independence, impartiality and non-profit character.

6.3. No Signatory to this Charter, by reason of any of its provisions, shall be liable for acts, omissions, obligations or debts of the REC.

7. WITHDRAWAL or DISSOLUTION

7.1. Signatories may withdraw from active participation in the work of the REC by giving written notification of their intent to the President of the General Assembly six months in advance of resigning their Signatory status.

7.2. Upon dissolution of the REC, by a decision of a two-thirds majority of Signatories, the REC's net assets shall be paid over solely to one or more organizations that are organized and operated exclusively for charitable, scientific or educational purposes.

8. AMENDMENTS

This document may be amended by the written consent of a two-thirds majority of Signatories.

Done at Szentendre, 19 June 1996, and amended in January 2011.

SIGNATORIES: Albania, Austria, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, European Commission, Finland, Former Yugoslav Republic of Macedonia, Germany, Hungary, Italy, Japan, Latvia, Lithuania, Malta, Montenegro, Netherlands, Norway, Poland, Romania, Serbia, Slovakia, Slovenia, Sweden, Switzerland, Turkey, UK, Ukraine, USA