

# Charter INEM

(This amended charter is valid from 12 October 2001)

## Article I: Name, Registration

- (1) The name of the organisation is: International Network for Environmental Management (INEM).
  - (2) INEM is an international membership organisation and is registered in Wedel/Holstein, Germany. It adheres to the German law for organisations.
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## Article II: Purpose, non-profit character

(1) INEM shall pursue exclusively disinterested and direct non-profit purposes as defined in the section "Tax favoured purposes" of the German tax code.

(2) The purpose of INEM is the promotion of

- the protection of the environment, especially of the water, the soil and the air, as well as the protection of animals and plants from ecological damage;
- the protection of human health;
- science and scientific research, especially in the field of environmental protection.

These purposes are pursued by the promotion, dissemination, development and application of sound environmental management practices. The latter is pursued by organising the exchange of information, promoting co-operation among its member associations, and providing assistance for the establishment and development of national organisations for environmental management.

The purposes of the association are further pursued by the promotion:

- of public and of employees' health;
- of broad public and consumers' education and of appropriate professional training concerning environmental issues affecting business;
- the promotion of development through the transfer of environmental management know-how to developing countries and the former Eastern bloc countries.

(3) INEM works for disinterested ends; it does not pursue primarily self-interested economic aims.

(4) INEM's resources may only be used for purposes which conform with the Charter. Its members shall not receive financial contributions from INEM.

(5) No person shall receive reimbursement for payments unrelated to the purposes of INEM. No person shall receive disproportionately high reimbursements for payments made.

(6) In case of the dissolution or abolition of INEM, or the discontinuation of its original purposes, its assets shall be used for tax-favoured purposes. Decisions about the use of the assets shall be implemented only after the consent of the competent Tax Office.

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## Article III: Environmental management

The member organisations regard the following as indispensable components of environmental management: to observe and when possible exceed the requirements of environmental legislation, to include environmental excellence in corporate goals, to appoint responsibility for environmental matters at senior management level, to take environmental concerns into account in all areas of the company's activities, to give particular emphasis to environmental issues in the education and motivation of company personnel, and to be willing to share experience on an inter-company level within the limits of commercial confidentiality.

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## Article IV: Membership

(1) INEM had been founded as an international organisation by B.A.U.M. (Germany), B.A.U.M. -Austria, Svenska B.A.U.M., and individuals present at the founding meeting, adhering to the prevailing German law for NGOs (e.V. status). In the meantime the individuals have been replaced by national organisations according to this charter.

(2) INEM is a world-wide membership federation. It comprises the following members:

a) **Full Members**, which must be cross-sectoral, non-governmental, non-profit, national membership organisations, mainly comprising businesses and industries, dedicated to environmental management and conservation. Each Full Member has one vote in the General Members' Meeting. In principle there is one Full Member in each country, however, the Board of Trustees may decide on exceptions. In countries where such an association does not yet exist, a national not-for-profit, non-membership organisation, or a Cleaner Production Centre, or another entity may be temporarily appointed as Full Member and will be assigned to create and establish a national association, which will then become the Full Member and the Centre or the organisation/entity will become an Affiliated Member. The activities of the Centre or the organisation/entity are subject to an annual report to the Board of Trustees.

b) **Affiliated Members**, who are either organisations or individuals with a proven track of activities within environmental management and protection of the environment. Former Associated Members become Affiliated Members in this sense. Affiliated Members do not have voting rights.

c) **Honorary Members**, who are either organisations or individuals with dignified achievements and performances in supporting the protection of the environment. Honorary Members do not have voting rights.

(3) The objectives of the member organisations are the promotion, dissemination, development and application of sound environmental management practices and environmental excellence.

(4) The activities of member organisations for the promotion of environmental management may include, among other things, setting up inter-company working groups, arranging lectures and seminars, holding symposia on environmental subjects, co-ordinating research projects, promoting educational models and university research and providing information to their members and the general public.

(5) The member organisations shall be autonomous, yet linked by similar objectives, similar statutes and a common international symbol.

(6) The scope of activities of the members is not subject to any national restrictions, except that in canvassing for members, consideration should be first given to their own country.

(7) Membership in one of INEM's Full Member organisation does not automatically imply membership in any other national member organisation of INEM. Simultaneous memberships in several national organisations is, however, permissible and desirable.

(8) The Full Member organisations shall maintain a non-profit status and independence from political parties and sectoral interests.

(9) The official language of the network is English.

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#### Article V: Acquisition of membership

(1) Any association, organisation, or individual is eligible to apply for the relevant membership with INEM, as long as the applicant complies with Article IV and promotes the goals of INEM.

(2) The decision on acceptance of an organisation as a member shall rest with the Board of Trustees.

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#### Article VI: Termination of membership

(1) Membership shall be terminated by resignation, dissolution or expulsion and reviewed by the Board upon non-payment of the membership dues.

(2) Resignation from INEM shall be made by written declaration to the Board. The period for serving notice shall be six months to the end of the year.

(3) The Board of Trustees may expel any member organisation who behaves in a manner detrimental to the interests of INEM, or who fails to comply with its duties despite written requests by INEM that he does so. In the event of disagreement with the Board's decision, an appeal may be made to the General Members' Meeting. Until the General Members' Meeting has made a decision, the appealing member remains disclosed. The decision of the General Members' Meeting shall then be final.

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#### Article VII: Rights and duties of member organisations

(1) Members are entitled to attend the General Members Meetings:

- a) **Full Members** are entitled to one vote each;
- b) **Affiliated Members** do not have voting rights;
- c) **Honorary Members** do not have voting rights;

(2) To support the networking activities among members according to INEM bylaw Article II (2), members have access to all INEM's networking services, such as communication, activities, publications, network. Members are entitled to the aforementioned services which are covered through their membership fees (honorary members exempted) unless specifically otherwise announced or agreed upon.

(3) All members shall pursue the goals of INEM in their countries.

(4) Members should allocate funds and avail time for their representative to attend the INEM events, especially the General Members' Meeting.

(5) Members must be open and ready to co-operate with INEM and among themselves in order to enable and enhance the global networking. Members must correspond to information demands of INEM as concluded by the General Members' Meeting. INEM will receive updated annual reports, membership lists and membership contributions from its Full Members with summaries in English.

(6) Full and Affiliated Members have to pay membership fees to INEM.

(7) A Full Member has the right to ask the Executive Director and the Board of Trustees for information about their activities and actions.

(8) A Full Member has the right to submit proposals to the Executive Director and to the Board of Trustees at any time.

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#### Article VIII: Fiscal year

The fiscal year shall be the calendar year.

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#### Article IX: Membership dues

(1) Annual membership fees shall consider the financial volume of the members, thus allowing just calculation of the dues:

a) **Full Members** fees will be determined as a percentage of their declared members' fees (as referred to in their annual reports) with a fixed minimum fee;

b) **Affiliated Members** fees will be determined in a fixed amount according to a criteria list;

c) **Honorary Members** are exempt from membership fees;

(2) While it is the Board of Trustees' task to recommend, the General Members Meeting shall decide on the amounts of the annual membership dues for Full Members.

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#### Article X: Executive bodies and other institutions

(1) The executive bodies shall be:

- the General Members' Meeting
- the Board of Trustees
- the Executive Director

(2) Other institutions may be:

- the International Advisory Board
  - the Sponsors
  - the Patrons.
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#### Article XI: General Members' Meeting

(1) An ordinary General Members' Meeting shall be held once a year. The Board of Trustees may, and at the request of 30% of the members must, call for an extraordinary General Members' Meeting.

(2) Invitations to all General Members' Meetings shall be issued in writing at least eight (8) weeks before the meeting date, indicating place, time, the video conference system or telephone conference system, and a provisional agenda. Where necessary, a revised agenda will be distributed to the members no later than two (2) weeks prior to the meeting date.

(3) The Chair of the General Members' Meeting shall be the Chair of INEM, who may delegate this function to any member of the Board of Trustees.

(4) Minutes, which will be made available to all members, shall be taken at the General Members' Meeting and signed by the Chair of the meeting as well as the person assigned to taking the minutes.

(5) The General Members' Meeting shall be responsible for following decisions:

- 5.1 Election of the Board of Trustees and the Chairman of the Board;
- 5.2 Approval of the minutes of the last General Members' Meeting;
- 5.3 Approval of the statement of accounts;
- 5.3.1 Upon approval of 5.2 and 5.3, discharge the Board of Trustees of their responsibility for the reported period;
- 5.4 Approval of the membership fees for Full Members for the coming year;
- 5.5 Approval of the budget;
- 5.6 Amendments of the charter;
- 5.7 Appointment of an auditor;
- (6) Adoption of resolutions, quorum:
- 6.1. Resolutions shall be adopted by simple majority of the voting Full Members attending, present or represented;
- 6.2. Presence is defined as physical or per video conference or per telephone conference or per written proxy given to an attending Full Member
- 6.3. Representation of a Full Member shall be conferred by written proxy to either a representative of the same organisation or to another attending Full Member. Each attending Full Member may hold a maximum of two (2) proxies;
- 6.4. Amendments to the charter of INEM can be resolved only by a majority of more than 50% of the voting members. If the meeting is not quorate, another meeting shall be called at which decisions shall be reached by simple majority of the attending, present or represented voting members.
- 6.5. Each Full Member has only one (1) vote. Members are permitted to attend the General Members' Meeting with more than one (1) person.
- 6.6 Dissolution of INEM can be resolved only by a majority of 2/3 of all Full Members of INEM. If the meeting is not quorate, another meeting shall be called at which decisions shall be reached by simple majority of the attending, present or represented voting members.
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## **Article XII: Board of Trustees**

(1) Any person with business experience, preferably with acknowledged achievements within environmental management, may be recommended by any Full Member or by the current Board of Trustees for election. It is recommended to have Members of the Board of Trustees from different countries and with gender balance.

(2) The Board of Trustees shall comprise at least five (5), and at most nine (9) voting members, including:

- The Chairman of the Board of Trustees;
- At least one (1), up to three (3), Vice-Chairs;
- The Treasurer.

Also on the Board of Trustees by power of his contract, however with non-voting status, is the Executive Director, thus who does not need to be elected by the General Members' Meeting. He is excluded of the right to legally act for or against the association as per Article XII.4.

Voting Members of the Board of Trustees are elected by the General Members' Meeting.

The election is of persons and not of organisations.

Voting Members of the Board of Trustees serve voluntarily on the Board. If they accept their election they oblige to make time for meetings available as well as financial means to cover the expenses for attending these meetings, unless INEM offers compensation.

(3) The Chairman of the Board of Trustees may appoint one (1) of its members as treasurer or may appoint an external treasurer.

(4) The Board of Trustees shall represent INEM and shall be responsible for its management. Two (2) voting members of the Board of Trustees can legally act for or against the association. The Chairman of the Board of Trustees is authorised to sign alone.

(5) More than 50% of the Board of Trustees must be present to make decisions.

(6) Presence is defined as physical or per video conference or per telephone conference. As a general rule, once per year the Board shall meet in person. Under special circumstances the annual Meeting of the Board can be held in the form of a video conference or telephone conference.

(7) The Board of Trustees may appoint one (1) Executive Director. The Executive Director shall report to the Chair.

(8) In the case of resignation or death of Members of the Board of Trustees, the Board of Trustees may appoint substituting Members, whose appointments are to be confirmed at the next General Members' Meeting.

(9) If a Member of the Board of Trustees is unable to attend, she/he may give a proxy to another Member of the Board of Trustees or another representative of her/his organisation. Any one (1) person can hold a maximum of one (1) proxy.

(10) Resolutions of the Board of Trustees shall be adopted by simple majority.

(11) The Board of Trustees shall be elected for two (2) years or until the next Board of Trustees is elected. Only physical persons are eligible for election.

(12) Re-election to the Board of Trustees is permitted.

(13) The Board of Trustees shall assist the member organisations in fulfilling their objectives. The Board of Trustees is not authorised to issue instructions to member organisations.

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#### **Article XIII: Executive Director**

(1) The Executive Director is responsible for the day-by-day representation and management of INEM in the scope delegated to him/her by the voting members of the Board of Trustees and/or by his contract.

(2) The Executive Director is responsible for the work of the INEM Secretariat including personnel matters.

(3) The Executive Director is responsible for preparation of materials for the Board of Trustees and the General Members' Meeting and for technical and organisational services of the Board of Trustees and the General Members' Meeting and other INEM official meetings and actions/activities.

(4) The Executive Director is responsible for contacts with members and for preparation and presentation of common projects.

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#### **Article XIV: Co-operation with other organisations and institutions**

The network and the member organisations shall, when appropriate to the pursuance of their goals and in a co-operative manner, work with chambers of commerce and industry, industrial, professional and trade associations and unions, environmental and consumer organisations, other non-profit organisations, training and academic institutions and administrative and governmental bodies at local, national and international levels.

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#### **Article XV: Dissolution**

In the event of the dissolution of INEM or discontinuation of its previous purpose, its assets shall be used for tax-favoured purposes. Any resolutions adopted on the use of the assets after dissolution of INEM shall be implemented only after approval by the competent Tax Office.

*This amended charter is valid from 12 October 2001.*