

# *Charter*

*of the Regional Environmental Center  
for Central and Eastern Europe*

**June 1996**



THE REGIONAL ENVIRONMENTAL CENTER  
*for Central and Eastern Europe*

## I. 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 Agreement),

Welcoming that the Agreement grants the REC - under Hungarian law - a special status of a body of international character,

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

## **II. LEGAL STATUS OF THE REC**

### **2.1. Purpose**

The Signatories confirm that the REC is a Hungarian legal entity governed by Hungarian law as an independent, non-partisan, non-advocacy, not-for-profit body of international character.

The Signatories confirm that the mission of the REC remains for the future to assist in solving the environmental problems 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.

### **2.2. Activities**

The REC designs and implements programs to fulfill 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.

### **2.3. Governing Body**

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

### **2.4. Advisory Body**

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

## **III. BOARD OF DIRECTORS**

### **3.1 General Powers**

The Board of Directors possesses all powers as manager of a not-for-profit body of international character, as regulated by the Agreement and the powers foreseen in the present document, including the authority to acquire and dispose of property, make contracts and otherwise manage the affairs of the Center. 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.

### **3.2 Qualification, Election, Number, Terms of Office, Vacancies and Replacement**

#### **3.2.1 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.

#### **3.2.2 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.

#### **3.2.3 Number**

The Board of Directors consists of not less than seven (7) and not more than nine (9) 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.

#### **3.2.4 Terms of Office**

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

#### **3.2.5 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.

### **3.3 Meetings**

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

### **3.4. Quorum**

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

### **3.5. Voting**

#### **3.5.1 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.

#### **3.5.2 Absentee Voting**

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

##### **3.5.2.1. Voting by Mail**

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

##### **3.5.2.2. 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.

### **3.6. 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.



## **IV. GENERAL ASSEMBLY**

### **4.1. General Powers**

The General Assembly shall give opinions, on the basis of information provided by the Board of Directors as mentioned in 3.1, 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.

### **4.2. Qualification, Election, and Terms of Office of Members of the General Assembly**

#### **4.2.1. 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.

#### **4.2.2. Terms of Office**

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

### **4.3. Meetings**

The General Assembly shall meet at least once a year.

### **4.4. Rules and Operating Procedures**

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

### **4.5. 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.

## **V. OFFICERS**

### **5.1. 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.

### **5.2. President of the General Assembly**

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

### **5.3. 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.

## VI. RECORDS

### 6.1. Annual Report

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

### 6.2. Minutes

The Board shall keep regular minutes of proceedings.

## VII. FINANCES

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

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

## VIII. WITHDRAWAL or DISSOLUTION

8.1. 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.


8.2. 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.


## IX. AMENDMENTS

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

*Done at Szentendre, 19 June 1996.*

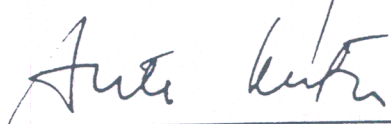
SIGNATORIES:

  
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*Gani Deliu, Department Director, Committee on Environment  
for the Republic of Albania*

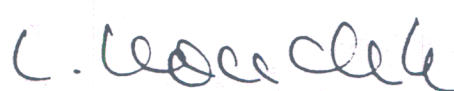
  
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*Heinz Schreiber, Director General,  
Ministry for Environment, Youth and Family  
for the Republic of Austria*



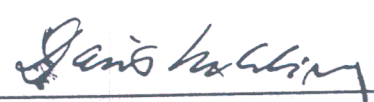
Yordan Uzunov, Deputy Minister of Environment  
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Ante Kutle, Director, State Directorate for Environment  
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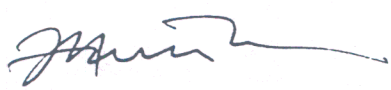
Lubomir Nondek, Head of Department, Ministry of Environment  
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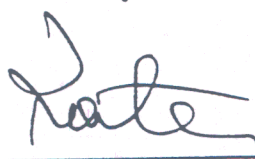
David Rehling, Director, Denmark's Naturforskning  
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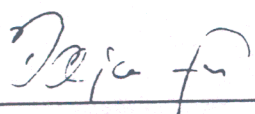
Tom Garvey, Deputy Director-General for Environment,  
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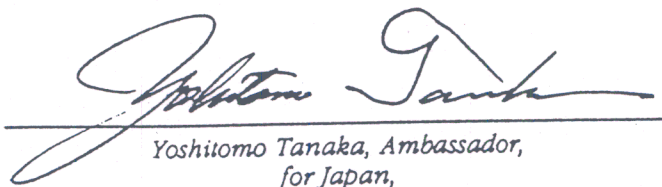
Jaakko Henttonen, Project Director, Ministry of Environment  
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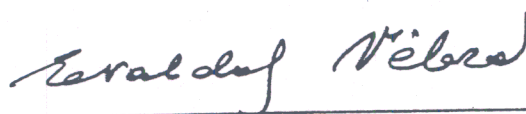
Rein Ratask, Permanent Under-Secretary of State, Ministry of Environment  
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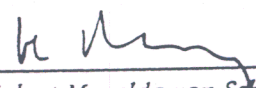


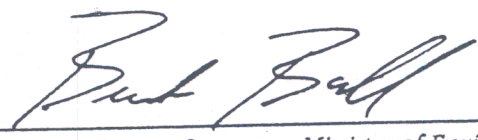
Ferenc Baja, Minister of Environment and Regional Policy  
for the Republic of Hungary,

  
Yoshitomo Tanaka, Ambassador,  
for Japan,

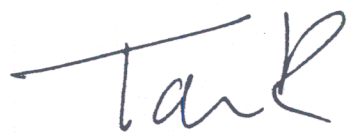
  
Uģis Rusmanis, Deputy State Secretary, Ministry for Environment  
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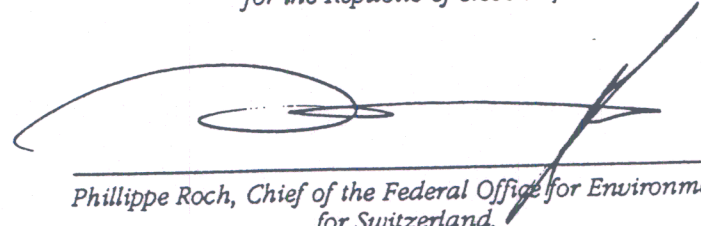
  
Evaldas Vebra, Head of Department, Ministry for Environment  
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Hubert Menalda van Schouwenburg, Head of Department,  
Ministry of Housing, Spatial Planning and the Environment  
for The Netherlands,

  
Bernt Bull, State Secretary, Ministry of Environment  
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Jozef Zlocha, Minister for Environment  
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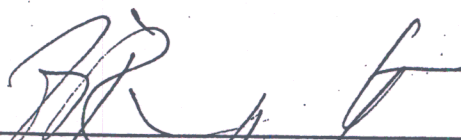
  
Radovan Tauzes, Secretary of State, Ministry of Environment and Physical Planning  
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Phillippe Roch, Chief of the Federal Office for Environment,  
for Switzerland,

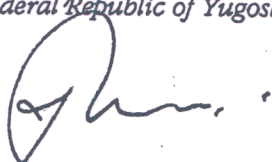




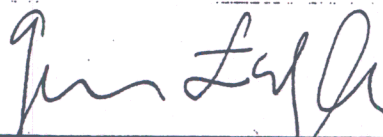
*Eileen Claussen, Assistant Secretary of State, Department of State  
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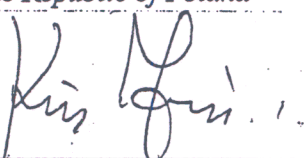
*Janko Radulovic, Federal Minister for Development, Science and the Environment,  
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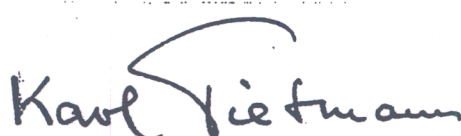
*Dr. Jadranko Prlić, Minister of Foreign Affairs  
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*Lubczyk Grzegorz, Ambassador,  
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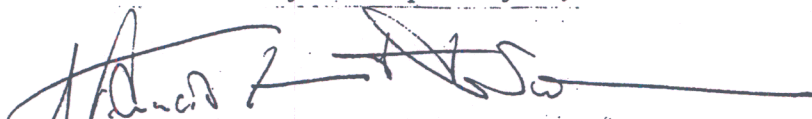
*Mr. János Botond Kiss, Secretary of State,  
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*Karl Tietmann, Head of Division,  
Federal Environmental Agency,  
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*Dr. Corrado Clini, Director General,  
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*Dr. Francis Zammit Dimech,  
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