

# **Association „Ēku saglabāšanas un energotaupības birojs” Statutes**

*Approved June 4, 2012, at the founding meeting  
(Protocol NO.04/06/2012-2)*

*Updated May 14, 2018, at the General Assembly  
(Protocol NO. BS2018/01)*

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(Protocol NO.1/03-2021)*

Rīga, 2021

## **1. Name of the Association**

- 1.1. The Association is entitled "Building and Energy Conservation Bureau" (hereinafter - the Association).

## **2. Purposes of the Association**

- 2.1. The Association aims to:
  - 2.1.1. assess the current state of the fund of the Latvian residential and public buildings, including a cost-benefit analysis of renovation options;
  - 2.1.2. bring together policymakers, national and international financial institutions, and other involved parties to guarantee the creation of a sustainable financial mechanism to enable profitable renovation projects;
  - 2.1.3. promote the adoption of rules of conduct that protect the apartments' and buildings' owners' interests and facilitate the implementation of building renovation projects;
  - 2.1.4. provide consultation on building renovation, building maintenance, and management solutions, as well as offer to apartment owners innovative solutions, such as comprehensive energy performance contracting;
  - 2.1.5. develop and make available a database of best practices: material and labor prices, technology usage, implemented projects, legal and financial services, energy service companies (ESCOs), and construction and building management companies;
  - 2.1.6. act as an alternative conflict resolution institution in conflicts regarding the management, reconstruction, new construction, and operation of buildings.

## **3. Duration of the Association**

- 3.1. The Association is established for an indefinite time period.
- 3.2. In the case of liquidation, after having paid the creditors or deposited the money that belongs to them and after covering the costs of liquidation, the association will distribute all the available capital across multiple charities. The distribution of funds will be filed by the Civic Alliance of Latvia, Registration Number. 40008087708.

## **4. Types of members**

- 4.1. The association has Members and Associate Members;
- 4.2. Membership can be granted to physical and legal individuals or legally competent partnerships, whose operation is related to building management (especially landlords, Housing associations, etc.), as well as to states and municipalities representatives, through submission of a written application. The application form and list of documents to be attached are defined by the Associations' Board.
- 4.3. To become an Associate Member any physical or legal person or a legally competent partnership must submit a written application. The application and the necessary documents to be added will be defined by the Board.

## **5. Members' admission, resignation, and exclusion**

- 5.1. The decision to admit a member to the Association is taken by the Board. The Board must review the application no later than 2 (two) weeks from the receipt of necessary documents.
- 5.2. A negative decision from the Board may be appealed by the applicant in writing within 1 (one) month from the date of the negative decision.
- 5.3. A Member may at any time withdraw from the Association through a written notice to the Board;
- 5.4. A Member can be expelled from the Association by decision of the Board, if:
  - 5.4.1. the Member has not paid the membership fee;
  - 5.4.2. the Member does not fulfill its duties and obligations;
  - 5.4.3. the Member fails to comply with decisions of the General Assembly, the Board or the Chairperson;
  - 5.4.4. the Member carries out activities that are contrary to these Statutes.

- 5.5. In addition to the cases set out in point 5.4, the Member may be excluded from the association if there is a relevant cause. Any gross violation of the Statutes of the Association or actions that result in substantial harm to the Association are considered as a relevant cause .
- 5.6. The Executive Board considers the question of the expulsion of a member at the closest Executive Board meeting, inviting the Member and allowing him/her to manifest his/her perspective. The member's absence is not an obstacle to the Executive Board's decision.
- 5.7. The Executive Board's decision on the expulsion of a member of the Association and the motivation for this decision must be notified in writing to the excluded Member within 5 (five) days from its adoption.
- 5.8. If the Member's membership in the Association ceases, the membership fee paid based on the Statutes of the Association is not refunded.

## **6. Rights and duties of the Members**

- 6.1. The Members have the following rights:
  - 6.1.1. to participate in the management of the Association;
  - 6.1.2. to participate in all events organized by the Association, submit proposals related to the Association's activities of the Association and its improvement, and defend their views;
  - 6.1.3. to attend The General Assembly and have access to the internet site where the General Assembly's protocols and Board announcements for the General Assemblies are kept available;
  - 6.1.4. to freely withdraw from the Association by submitting a written statement to the Board;
  - 6.1.5. to submit to the Executive Board of the Association the request referred to in Article 13.8.
- 6.2. The Members have the following duties:
  - 6.2.1. to observe the Statutes of the Association and the decisions of the General Assemblies, Supervisory Executive Board, and Board. Observe the decisions of other institutions of the Association, if the institution has been established, and it has been awarded the right to make decisions;
  - 6.2.2. to pay membership fees regularly and according to the Statutes of the Association;
  - 6.2.3. to actively support the realization of the purpose and activities of the Association;
  - 6.2.4. to respect and honor the good name of the Association;
  - 6.2.5. to restrain and avoid actions that directly or indirectly undermine the interests of the Association and the Association's name and/or reputation in the community.
- 6.3. Obligations to the Members may be determined through a General Assembly's or Executive Board's decision. To determine obligations to a specific member that differ from other Members' obligations the consent of the Member is required.

## **7. Associate Members' admission, resignation, and exclusion**

- 7.1. The decision to admit an Associate Member to the Association is taken by the Executive Board. The Executive Board must review the application no later than 2 (two) weeks from the receipt of necessary documents. The Executive Board will issue a written decision within one week of the date of the decision.
- 7.2. A negative decision from the Executive Board may be appealed by the applicant within 1 (one) month from the date of the negative decision.
- 7.3. An Associate Member may at any time withdraw from the Association through a written notice to the Executive Board;
- 7.4. An Associate Member can be expelled from the Association by decision of the Executive Board, if:
  - 7.4.1. the Associate Member does not fulfill its duties and obligations;
  - 7.4.2. the Associate Member fails to comply with decisions of the General Assembly, and the Executive Board or the Chairperson;
  - 7.4.3. the Associate Member carries out activities that are contrary to these Statutes.
- 7.5. In addition to the cases set out in point 7.4, the Associate Member may be excluded from the association if there is a relevant cause. Any gross violation of the Statutes of the Association or actions that result in substantial harm to the Association are considered as a relevant cause.
- 7.6. The Executive Board considers the question of the expulsion of the Associate Member on the closest Executive Board meeting, inviting the Associate Member and allowing him/her to manifest his/her perspective. The Associate Member's absence is not an obstacle to the Executive Board for decision.
- 7.7. The Executive Board decision on the expulsion of an Associate Member of the Association and the motivation for this decision must be notified in writing to the excluded Associate Member within 5 (five) days from its adoption.

## **8. Rights and duties of Associate Members**

- 8.1. The Associate Members have the following rights:
  - 8.1.1. to participate in General Assemblies without the permission to vote;
  - 8.1.2. to participate in all events organized by the Association, submit proposals related to the Association's on the activities of the Association and its improvement, and to defend their views;
  - 8.1.3. to receive information about the work of the Association;
  - 8.1.4. to freely withdraw from the Association by submitting a written statement to the Executive Board.
- 8.2. The Associate Members have the following duties;
  - 8.2.1. to observe the Statutes of the Association and the decisions of the General Assembly, Supervisory Board, and Executive Board. Observe the decisions of other institutions of the Association, if the institution has been established, and it has been awarded the right to make decisions;
  - 8.2.2. to actively support the realization of the purpose and activities of the Association;
  - 8.2.3. to respect and honor the good name of the Association;
  - 8.2.4. to restrain and avoid actions that directly or indirectly undermine the interests of the Association and the Association's name and/or reputation in the community.
- 8.3. Obligations to Associate Members may be determined through a General Assembly's or the Executive Board's decision. To determine obligations to a specific member that differ from other members' obligations the consent of the Associate Member is required.

## **9. Association's Structural units**

- 9.1. Territorial departments and other structures can be created with a General Assembly's decision.
- 9.2. The department's activities, rights, and obligations, as well as relations with the Association, are regulated by the department's regulations, which are approved by the Members in a General Assembly.

## **10. Bodies of the Association**

- 10.1. The Association has a General Assembly, a Supervisory Board, and an Executive Board.
- 10.2. The General Assembly is the supreme decision-making body of the association.
- 10.3. The Executive Board is the executive body of the Association.
- 10.4. The Supervisory Board is the expert body.

## **11. Convening of the General Assembly and Decision-Making**

- 11.1. All Association Members and Associate Members are entitled to attend all General Assemblies. Members and Associate Members may also take part in the meeting through an authorized representative. The power of attorney to participate and vote at the meeting must be issued in written form.
- 11.2. The Annual General Assembly is convened once a year.
- 11.3. An Emergency General Assembly may be convened by the initiative of the Executive Board, or if requested in writing by not less than one-tenth of the Members and/or Associate Members of the Association, stating the reason for calling.
- 11.4. The General Assembly shall be convened no later than 14 (fourteen) days before the meeting by sending a written notice to each Member and Associate Member.
- 11.5. To be decisive, the General Assembly shall have a quorum of more than half of the Members and Associate Members of the Association.
- 11.6. If a General Assembly is not decisive due to lack of quorum, a repeated General Assembly has to be convened within 5 (five) weeks, being entitled to make decisions regardless of the number of Members and Associate Members present, provided that at least 2 (two) voting Members participate.

- 11.7. A decision of the General Assembly shall be adopted if more than half of the Members present vote in favor. A decision to amend the Statutes, to dissolve, and to continue the Association shall be adopted if more than two-thirds of the members present vote in favor.
- 11.8. Each of the voting members has one vote at the General Assembly.
- 11.9. The competence of the General Assembly include:
  - 11.9.1. amendment to the Statutes of the Association;
  - 11.9.2. election and withdraw of the Supervisory Board and audit institution;
  - 11.9.3. decision on the Association's dissolution, continuation, or reorganization;
  - 11.9.4. other matters which by law or according to the Statutes are of the General Assembly's competence.
- 11.10. The court, based on an application of a Member or Associate Member of the Association, a member of the Executive Board, a member of the Supervisory Board, or an auditor, may declare the decision of the General Assembly null and void if such decision or the procedure of its adoption is contrary to the law or the Statutes of Association or there have been significant irregularities in the convening of the meeting or the adoption of the decision. The action may be brought within three (3) months from the date on which the person concerned knew or ought to have known of the decision of the General Assembly.

## **12. Establishment and tasks of the Association's Supervisory Board**

- 12.1. The Supervisory Board of the Association consists of at least 3 (three) members.
- 12.2. The elected Supervisory Board members are experts in the following industries and fields: energy and energy efficiency, financing, apartment owners' rights and obligations, policy-making, urban development and construction, and environmental protection, and well as social activists.
- 12.3. The Supervisory Board is elected at the General Assembly.
- 12.4. The Supervisory Board's term of office is five years.
- 12.5. The Supervisory Board shall meet at least once a semester. The meetings of the Supervisory Board shall be attended by the Executive Board in an advisory capacity.
- 12.6. The Supervisory Board is responsible for the following actions:
  - 12.6.1. determines the strategy and fields of action of the association;
  - 12.6.2. approves the annual budget of the Association and follows its usage;
  - 12.6.3. prepares suggestions for the General Assembly about the most important questions for the Association and changes in its activity;
  - 12.6.4. decides on the reimbursement of expenditures incurred in the process of voluntary work;
  - 12.6.5. elects the members of the Executive Board and decide on their salaries;
  - 12.6.6. approves the symbols of the Association and defines terms of its usage;
  - 12.6.7. decides on the exclusion of Members and Associate Members;
  - 12.6.8. decides on the amount of the membership fee;
  - 12.6.9. once a year the Supervisory Board informs the General Assembly about the excluded Members and Associate members alongside the reasons for the expulsion;
  - 12.6.10. decides on other important matters which arise during the operation of the Association and are outside the competency of the General Assembly.

## **13. Establishment and tasks of the Association's Executive Board**

- 13.1. The permanent executive body of the Association is the Executive Board consisting of one member.
- 13.2. The Executive Board is elected by the Supervisory Board for an indefinite period.
- 13.3. The Executive Board is responsible for the following tasks:
  - 13.3.1. to lead and represent the Association;
  - 13.3.2. to decide on the acceptance of new Members and Associate Members into the Association;
  - 13.3.3. to complete tasks, outlined by the Supervisory Board, and necessary for the existence of the Association;
  - 13.3.4. to create a budget for the next year and the financial reports of the previous year;
  - 13.3.5. to analyze the preceding year's financial reports and present explanations in case of unclarities to the Supervisor Board and the General Assembly;
  - 13.3.6. to submit the work plan once a year to the Supervisory Board for the next year and report results once a semester.

- 13.4. The Executive Board can receive compensation for their contribution to the Association, the amount of which will be determined by the Supervisory Board.
- 13.5. The Executive Board may request payment of necessary expenses incurred in the performance of its duties, the amount and types of expenses to be decided by the Supervisory Board.
- 13.6. The Executive Board can be withdrawn only if there is an important cause. Such causes include the failure to perform or improper performance, inability to manage the Association, damage the interests of the Association, as well as loss of confidence.
- 13.7. Members of the Executive Board may at any time give notice to the Association's Supervisory Board about leaving the position.
- 13.8. The Executive Board shall have the right, upon receipt of a written request from a Member, to determine other payment arrangements for the Member concerned, including, but not limited to, the right of the Member to pay dues for a subsequent year, to stagger the payment of dues within the year for which payment is due, to set a different time limit for payment, or to apply a reduction in dues.

#### **14. Auditor's election and duties**

- 14.1. Financial and economic control is performed by an auditor who is elected by the General Assembly for 1 (one) year.
- 14.2. The auditor cannot be a member of the Executive Board or the Supervisory Board.
- 14.3. The Auditor:
  - 14.3.1. audits the property and financial resources of the Association;
  - 14.3.2. gives an opinion on the Association's budget and annual report;
  - 14.3.3. evaluates the accounting and record-keeping work of the Association;
  - 14.3.4. makes recommendations to the Association's financial and operational improvement.
- 14.4. The Auditor shall carry out the audit within the time limits set by the General Assembly, but not less frequently than once a year.

Executive Board member,

Nicholas Stancioff  
Riga, March 5th, 2021.