

Federation of European National Collection Associations FENCA

(Founded 15 January 1993)

STATUTES

(Amendments: 16.06.1994, 11.05.1995, 19.06.1997, 18.9.1998, 25.09.2010, 27.09.2014, 17.10.2015, 24.09.2016, 26.10.2018, 27.09.2019, 24.06.2022)

§ 1 Name and form

1. The name of the Federation is "Federation of European National Collection Associations".
The official abbreviation is "FENCA".
2. FENCA is a professional body.
3. Its registered office is in Oslo, Norway.

§ 2 Business year

FENCA's business year runs from 1st January to 31st December.

§ 3 Purpose of the Federation

FENCA is a non-profit-making organisation. Its aims are as follows:

1. To undertake lobbying and other activities to represent the interests of the member associations within Europe and to engage with European and international institutions public and private.
2. To promote the development of proportionate European legislation in the interests of the debt collection and debt purchase industry, and of consumers.
3. To promote and encourage the development of the following within the member associations and their members:
 - a) Raising standards of business conduct and best practice in their respective countries.
 - b) Promoting compliance with all relevant regulation.
 - c) Developing and implementing appropriate codes of conduct and other guidance for the benefit of the member associations and their members.
 - d) Establishing training facilities (schools/seminars) and certification schemes for their members.

§ 4 Rules

1. Upon joining FENCA and whenever membership is renewed member associations must confirm both for themselves and for their members that they work in compliance with the laws and rules of their respective countries.
2. All members must act in accordance with these statutes.
3. Additional rules or changes to existing rules may be adopted, if two thirds (2/3) majority of members present in person or by proxy vote in favour at an Annual General Meeting or at an Extraordinary General Meeting.
4. In certain cases where a member association is unable to immediately comply with a new rule, a two thirds (2/3) majority (voting in person or by proxy) of FENCA's Board of Directors may at its own discretion grant the member a special dispensation period in order to achieve compliance with the new rule.

This dispensation period shall not exceed two years and shall start running from the day the FENCA Board grants it.

§ 5 Membership

1. There are two categories of membership with FENCA:
 - a) Full Membership for European national associations for debt collection and debt purchase.
 - b) Affiliate Membership for:
 - companies providing goods and services to the debt collection and/or debt purchase industry,
 - debt collection and/or debt purchase organisations from outside Europe
 - member companies of European national associations for debt collection and debt purchase.
2. Only full members and affiliate members are entitled to use the logo of FENCA. The FENCA logo for full members has to be different to that for affiliate members, and any changes of logo will be notified by FENCA from time to time.
3. Only national, non-profit-making associations of collection agencies and/or debt purchase companies can become full members of FENCA.

4. FENCA's Board of Directors may decide at its sole discretion whom to admit to each category of membership. It is under no circumstances obliged to give reasons for any admittance to or refusal of membership. There is no right to appeal its decision.
5. Only full members are allowed to participate and vote at Annual General Meetings or Extraordinary General Meetings. There may be only one voting member per country. Other associations from the same country are at the Board of Directors' discretion eligible for membership but have no right to vote.
6. Whenever an additional association from the same country as an existing member applies for full membership, they shall negotiate with the said existing member an agreement as to which association should be accepted as voting member. FENCA's Board of Directors shall help to promote such an agreement. If no agreement is reached, the existing full member takes priority over other associations from the same country applying for full membership with voting rights.
7. The following companies or organisations are eligible for Affiliate Membership:
 - a) Debt collection and / or debt purchase companies and / or other companies which are full members or affiliate members of FENCA's national member organisations in the country where their corporate headquarters are registered.
 - b) Once accepted as an affiliate member of FENCA, membership in the national organisation must be continuously upheld to maintain affiliate membership of FENCA.
 - c) Debt collection and / or debt purchase companies from any country without a national organisation which is a full member of FENCA.
 - d) National organisations of debt collection and / or debt purchase companies from outside Europe.
 - e) companies providing goods and services to the debt collection and debt purchase industry.

§ 6 Exclusion of Members and Cancellation of Membership

1. FENCA's Board of Directors may exclude a member by a two thirds (2/3) majority of Board members voting in person or by proxy, if:
 - a) membership fees are not paid by the due date,

- b) court proceedings or proceedings of similar public authorities lead to a judgment against a member for failure to comply with binding laws or regulations,
- c) a member's behaviour jeopardizes FENCA's reputation,
- d) a member fails to abide by the provisions of these statutes.

The Member which is the subject of the proposed expulsion will be given at least one calendar month's notice and may make representations in writing to the Board as to their proposed expulsion.

2. An expelled member may appeal to the next Annual General Meeting following the expulsion or any other sanction applied by FENCA's Board of Directors. The appeal has to be in writing and must be supported by written submission summarizing the basis of the appeal. It must be filed at FENCA's office within a time limit of one (1) calendar month after the action taken by FENCA's Board of Directors has been announced to the member. The filing of an appeal has no suspending effect and the expulsion remains in force pending the appeal outcome. FENCA's next AGM or EGM will consider the appeal and determine whether it should be upheld.

3. Membership ends automatically if:

- a) A full member or affiliate member is liquidated or becomes insolvent,
- b) a full member or affiliate member ceases to do business or operate,
- c) an event occurs or proceedings are undertaken against a member which has an equivalent effect,
- d) membership fees for the current business year will not be refunded.

4. Membership can be resigned in writing. The resignation must be addressed to FENCA's head office and will take effect immediately unless the member specifies an alternative date.

5. Membership fees paid during a year will not be refunded, and fees due up to the day of resignation or expulsion must be paid immediately.

6. Any member resigning or expelled from membership must stop using the FENCA logo or representing itself as a member of FENCA immediately.

§ 7 Membership Maintenance

1. Annual fees are decided by the Annual General Meeting upon proposal by FENCA's Board of Directors.
2. The first membership fee is due on the first day of the month following the day when FENCA's Board of Directors decides to accept the applicant as a new member.
3. The membership fee payable in the business year of admission will be calculated pro rata temporis of the annual fee.

§ 8 General Meetings

1. Annual General Meeting

- a) The Annual General Meeting (AGM) must be held before the end of October each year.
- b) FENCA's Board of Directors decides the date and location of the AGM. The AGM should be held in a member country.
- c) The invitation to the AGM must be sent to the members at the latest three (3) calendar months in advance.
- d) FENCA's Board of Directors sets the agenda for the AGM. It must include the topics named in Appendix I to these statutes.
- e) Any formal resolutions to be put before the AGM will be notified to Members at least one (1) calendar month before the AGM to allow Members sufficient time to consult and decide on their vote.
- f) The agenda must be sent to the Members at the latest one (1) calendar month before the meeting.

2. Extraordinary General Meeting

FENCA's Board of Directors will invite the Members to an Extraordinary General Meeting (EGM) no later than one (1) calendar month after more than 50% of the full members have petitioned it to do so. FENCA's Board of Directors may also convene an EGM at any time on giving notice of no less than one (1) calendar month.

3. Proceedings at General Meetings

- a) Annual or Extraordinary General Meetings are competent to take decisions, if a quorum of 50% of the Members is present in person or by proxy.
- b) FENCA's Board of Directors may from time to time direct that General Meetings are conducted in person, by telephone or by video conference or other means, or may ask for decisions normally requiring a General Meeting to be decided by email or other means as it sees fit, providing the above provisions on notification are met.
- c) FENCA's President shall preside as Chairman at every General Meeting. In his absence FENCA's Board of Directors shall appoint the Vice-President or another Board member to act as Chairman.

§ 9 Board of Directors

1. FENCA's Board of Directors receives its power from the Annual General Meeting and carries out the AGM's decisions.
2. The Board of Directors is comprised of a minimum of five (5) and a maximum of seven (7) members. This includes the President, Vice President, the Treasurer and the General Secretary.
3. It lies within the sole discretion of FENCA's Board of Directors to decide whether it shall have five or more members. If it has six or seven members, it will renew its decision whenever a Board member resigns, does not run for reelection or leaves the Board after the maximum election period has expired.
4. FENCA's President shall preside as Chairman at every Board meeting. In his absence FENCA's Board of Directors shall appoint the Vice-President or another Board member to act as Chairman of the meeting. The Director General shall be invited to attend all Board and General Meetings.
5. FENCA's Board of Directors has the power to take decisions when more than half of the Board members are present in person, by telephone or by proxy. In case of equal votes for and against a proposal, the President or in his absence the Chair of the meeting has the deciding vote.
6. There shall be at least two Board meetings during each business year.
7. If a Board member resigns other than at an AGM or repeatedly fails to attend FENCA Board meetings, the other Board members may co-opt any person eligible to serve as a Director until the next Annual General Meeting, when the co-optee must stand for reelection should they so wish.

8. Board Membership can be resigned. Board members have to address their resignation in writing to the Board as a whole and to the office of FENCA or, in the event of resignation of all Board members, to the Annual General Meeting and to the office of FENCA. In the event of resignation of all Board members, the outgoing President must call an Extraordinary General Meeting within 30 days for the purpose of electing a new Board.
9. If a Board member leaves the debt-collection industry, the Board member will at the discretion of the Board leave the Board at the next EGM or AGM.

§ 10 Expenses

1. No member of the Board of Directors shall receive any remuneration for services in their capacity as a member of the Board of Directors.
2. Any travel expenses can only be incurred in accordance with the expenses policy, which will be reviewed each year by the Board.

§ 11 Election period/ Nomination

1. Board members are elected for a term of three years with the possibility of re-election for a maximum of two more terms.
2. The President is elected by the AGM and appoints the Vice President. The functions of the Board members are decided by the President in consultation with the Vice President and the Board members.
3. To be eligible for Board membership a candidate must be a member of the national Board of a FENCA full member or must be nominated by a National Board of a FENCA full member and the nomination must be seconded by another full member.
4. No more than one representative of any FENCA full member or affiliate member or group of companies shall be entitled to serve as a member of the Board of Directors at any one time.
5. Each country where FENCA has one full member or more can nominate only one candidate for Board membership. If there is more than one full member from one country, the proposal has to be made by the voting member from the respective country.

6. Whenever two or more associations from the same country are full members they shall negotiate an agreement as to whom they will nominate. FENCA's Board of Directors shall help to promote such an agreement. If no agreement is reached at the latest one (1) calendar month before the AGM, FENCA's Board of Directors can opt to inform full members of the Board's support or lack of support for a nomination.
7. Nominations for new Board Directors require:
 - a. a proposer;
 - b. a seconder (who must each be full members of FENCA); and
 - c. written consent from the nominated persons that they agree to their nomination
8. Nominations must be received in writing to FENCA's office at the latest one (1) calendar month before the AGM.

§ 12 The President of FENCA

1. The President will serve for a term of three (3) years with the possibility of re-election for one more term of three (3) years. After the second term as President he/she is no longer eligible to be a member of FENCA's Board of Directors.
2. The candidate seeking election to the position of President, can do so even though he/she may be nearing the end of the maximum nine years' term allowed on the Board, with the Presidency overriding the long-stop restriction, but must then stand down from the Board at the end of the presidential term.
3. Should the President resign his/her position or become unable to fulfil his/her obligations, the Vice President will become acting President until the next EGM or AGM, at which a new President will be elected.

§ 13 Working Parties

1. The Board of Directors may bring into life a working party in order to fulfill a specific purpose. Any such working party will receive its instructions from the Board of Directors and will be required to report regularly to the Board of Directors.
2. The Board of Directors may define such terms, extent and conditions applicable to any working party and its purpose as it thinks fit.

3. Each working party will be chaired by a member of the Board of Directors appointed by the President or Board of Directors to chair the meetings of that working party.

§ 14 Auditor

1. FENCA's accounts must be prepared by a professional licensed accountant and if necessary, audited if required by the laws of the country where the accounts are produced or at the demand of the majority of the membership at an AGM.
2. From time to time as determined by the Members at a General Meeting, an official from one of the Members may be nominated to inspect and verify the financial affairs of FENCA. Such person will be given full access to the accounting records and those preparing FENCA's accounts and will report as they see fit to the Board and the Members on at least an annual basis.

§ 15 Votes

1. On production of written authority from a national association, any individual may serve as that association's representative at the AGM or an EGM.
2. Only full members which have paid the annual membership fee are entitled to attend the AGM and to exercise voting rights.
3. If due to national legal provisions a full member is prevented from paying their membership fee prior to an EGM or AGM by national regulation, they can still vote if the following conditions are met:
 - a. Documentation of the legal provisions has been tabled to and accepted by the FENCA Board of Directors
 - b. The full member has provided written confirmation that the membership fee will be paid the same calendar year
 - c. The full member has no outstanding debt to FENCA
4. Only full members have voting rights. Each full member has one vote. Decisions are taken by simple majority unless these statutes determine a different requirement.

5. Members who do not attend a meeting can vote by proxy by giving written authority and direction as to how their vote is to be cast, to an individual attending the meeting and that written authority must be produced at or before the meeting. Authority cannot be given for items which are not on the agenda for the meeting.

§ 16 Modifications of Statutes

1. Changes to these statutes require a majority of three quarters (3/4) of full members present in person or by proxy.
2. Proposals for modifications to these statutes by a member must be sent in writing to FENCA's office at the latest three (3) calendar months before the AGM.

§ 17 Liquidating the Federation

1. A decision to liquidate FENCA requires a majority of three quarters (3/4) of full members present in person or by proxy.
2. Full members of FENCA must be informed in writing at least one (1) calendar month before any General Meeting at which liquidation of FENCA is on the agenda.
3. In such circumstances, the Board of Directors will use their reasonable endeavours to ensure a solvent liquidation.

Appendix 1 (Statutes of FENCA)

A G E N D A

**Annual General Meeting of
FENCA.
(cnf.: Statutes § 8)**

1. Constitution
2. Acceptation of the minutes from the previous AGM
3. Presentation and approval of
 - The Annual Report
 - Balance Sheet and Accounts
4. Presentation and approval of
 - Business plan for the next year
 - Budget
 - Membership fee
5. Updates on major initiatives of FENCA
6. Decision about issues presented by the members. Proposals have to be in writing and sent to the Board of Directors at least one month before the meeting.
7. Election of officials to the Board
8. AOB