

EISA Statutes

**Amended Version
as agreed by
the General Assembly
in Brussels on 4 April 2013**



1. The Association shall bear the Name „European Initiative for Sustainable Development in Agriculture e. V.“ (EISA) with registered offices in Berlin and is to be recorded in the Register of Associations.

The financial year of the Association shall be the calendar year.

2. Purpose of the Association:
 - to establish and promote dialogue on sustainable agriculture,
 - to support and develop sustainable agriculture at European level through the implementation of Integrated Farming,
 - to bring together a broad range of organisations in Europe to support and develop sustainable agriculture as well as practical, progressive and modern farming methods.

The resources of the Association may only be used for statutory purposes. Members receive no dividends and no other allocation of funds from the Association in their role as members of the Association.

If the Association is dissolved or its expressed purposes cease to exist, the property of the Association passes to “Stifterverband der Deutschen Wissenschaft” (Association of Foundations of German Sciences) with the proviso to use it for research on matters of sustainable development in agriculture.

3. Members
 - 3.1. A member may be a legal entity or a natural person whose residence is in a country of the European Union. A natural person must have completed at least 21 years of age. The Board shall decide on the basis of a written membership application.

The applicant may lodge a complaint against a rejection by the Board. This rejection must be accompanied with grounds thereto. The complaint is to be presented to the Board in writing within one month of the receipt of the rejection. The next ordinary General Assembly of members will decide upon the complaint.

3.2. The Association shall comprise:

- a. Full members: national non-governmental organisations which have as their main objective the promotion of Integrated Farming and which are registered in one of the member states of the European Union;
- b. Associated members, such as:
 - European Business Associations representing sectors which are linked to agriculture,
 - European Associations whose members support Integrated Farming,
 - Companies which produce goods or provide services which are linked to agriculture and support Integrated Farming.

All members have the right to attend or to be represented (proxy) at General Assemblies with full voting rights.

All members can participate in the work of bodies other than the Board and/or the Executive Committee (ExCo).

Each full member can nominate one representative at the Board and/or the ExCo who will receive full voting rights when elected.

Associated members as a whole can nominate up to 2 representatives, selected among themselves, to the Board and/or the ExCo.

The Chairperson of the ExCo shall take part at Board meetings in an advisory capacity.

4. Voluntary resignation from the Association is only permitted at the end of the calendar year with a three months notice period. A written explanation is to be presented to the Board.

A member may be excluded from the Association if his/her behaviour grossly conflicts with the interests of the Association. The General Assembly of members decides upon exclusion with a 3/4 majority of votes cast, after the member has been granted a legal hearing.

Membership also expires with the death of a member or by means of deletion from the list of members.

A member can be deleted from the list of members upon Board decision when he/she continues in arrears with payment subscription fees despite two warnings. Deletion may only be decided upon when three months from the despatch of the second warning have expired and if the outstanding subscription fee remains unpaid. The deletion is to be communicated to this member.

IF a member is excluded through General Assembly decision, he/she is still obliged to pay the subscription fee until the end of the calendar year.

Membership also ends when an insolvency procedure is initiated on a member's assets.

5. Annual subscription fees shall be established by the General Assembly.

However, the General Assembly may apply the following guidelines:

- a. Full members' subscriptions shall be equivalent to a certain percentage of the budget of each member organisation.
- b. Associated Members shall pay an annual subscription of at least 1.000 €.

6. The Board comprises the President, one or two Vice-Presidents, the Treasurer and up to a further six members. Board members must be members of the Association or representatives of member organisations of the Association. The Board shall be elected by the General Assembly for a period of three years. However, it also remains in office after expiry of its term of office until the election of a new Board has taken place.

The Board is responsible for all matters of concern to the Association. It has, above all, the following duties:

- preparation of the General Assembly meetings and settings of their agendas,
- convening General Assembly meetings,
- execution of General Assembly decisions,
- drafting of budget for each financial year, book-keeping, production of an annual report,
- conclusion and termination of work contracts.

The Board decides at Board meetings, which are to be convened by the President in writing or by telephone, or in case of unavailability by one of the Vice-Presidents. In any case, one week's notice is to be given. The agenda need not be announced but items for decision have to be added to the official invitation. A quorum for the Board is established with the presence of a minimum of three Board members, to include the President or one of his/her Vice-Presidents. Decisions are made by a majority of valid votes cast. In case of a tied vote, the person chairing the Board meeting casts the decisive vote.

Board decisions shall be minuted. The minutes shall contain the decisions and the votes cast. They are to be signed by the person chairing the meeting and the person taking the minutes.

A Board decision may also be reached by written procedure if all Board members declare their approval of the motion to be resolved.

If a member of the senior Board (President, Vice-President, Treasurer) should resign during his/her term of office, the Board must elect a substitute for the remainder of the term of office of the resigning officer. If the Board comprises only the President, one or two Vice-Presidents and the Treasurer, the General Assembly has to elect at its next meeting a substitute for the remainder of the term of office of the resigning officer.

The Board may adopt internal rules to specify certain provisions of the Statutes.

7. The Board according to § 26 BGB (German Federal Civil Code) are the President, one or two Vice-Presidents and the Treasurer.

The President, the Vice-Presidents and the Treasurer each may represent the Association as single persons.

8. The ordinary meeting of the General Assembly of members takes place at least once per year. Otherwise, a General Assembly must be convened if the interests of the association require it or when one third of the members request the Board to convene it and declare purpose and reasons therefore.

At the General Assembly, each member has one vote. In order to exercise the right to vote, another member may be given power of proxy in writing. The power of proxy must expressly be given for each General Assembly meeting. However, a member may not receive proxies for more than three other members. The General Assembly is responsible for the following duties:

- approval of the budget for the following financial year presented by the Board,
- approval of the annual report presented by the Board,
- discharge of the Board,
- fixing of amounts and dates due for annual subscription fees,
- election and relief of Board members,
- decision-taking on changes to the Statutes and on the dissolution of the Association,
- decision-taking on complaints against the rejection of membership applications.

The General Assembly may pass resolutions if one third of all Association members are present or represented. In the absence of quorum the Board is obliged to convene another General assembly meeting on the same agenda and within four weeks. This General Assembly constitutes a quorum regardless of the number of members present or represented. This is to be mentioned in the invitation.

The General Assembly takes decisions on the basis of a simple majority of valid votes cast; abstentions are therefore not taken into consideration. Changes to the Statutes require a two-third majority; changes to the purpose of the Association and the dissolution of the Association a 3/4 majority of votes cast.

As a matter of principle, the form of the vote is to be established by the person chairing the meeting. The vote must be conducted in written form, however, provided one-third of the members present or represented at that vote request this.

The President, and in the case of his/her unavailability one of the Vice-Presidents, convenes each General Assembly by written invitation and with a notice period of four weeks also communicating the agenda established by the Board. The General Assembly is to be chaired by the President or in the case of his/her unavailability by one of the Vice-Presidents. Should the latter also be unavailable, members choose a person to chair the meeting from amongst themselves. The General Assembly may add to the agenda set by the Board.

General Assembly meetings shall be minuted, and the document shall be signed by the person taking the minutes and the person chairing the meeting. Venue and time of the meeting as well as the results of the votes shall be recorded.

9. The Board may appoint a General Manager to undertake its duties. The General Manager may participate in meetings of the Association's bodies, but without the right to vote.

The General Manager shall carry out the Association's day-to-day business according to the decisions taken by the Board and the General Assembly as well as other duties established according to these Statutes. Within the scope of this authority, the General Manager is the particular representative of the Association as per § 30 of the BGB (German Federal Civil Code).

10. The Board may also appoint an Executive Committee.

The Executive Committee (ExCo) has in particular the duty to suggest to the Board measures to realise the purpose of the Association and to prepare the contents of these measures. In order to accomplish this task, the Executive Committee may appoint special committees.

I herewith confirm the correctness and completeness of the statutes according to § 71 paragraph 1 BGB.

Patrick Wrixon
EISA President