

EUROPEAN COUNCIL FOR THE VILLAGE AND SMALL TOWN (ECOVAST) STATUTES

Article 1 NAME AND LEGAL SEAT

- 1) The association shall be known as the European Council for the Village and Small Town, abbreviated to ECOVAST and carrying the subtitle : European Association for conservation and revitalisation of the countryside.
- 2) The association is an international non-governmental federation of organisations and individuals.
- 3) The association has its legal seat at Maison de la Nature, 36 Ehnwihr, 67600 Muttersholtz, France. It is inscribed in the Register of Associations of the *Tribunal d'Instance de Selestat (Bas-Rhin)* and governed by articles 21 to 79 of the Local Civil Code, which is sustained by the law of introduction of 1 June 1924, and by the present statutes.

Article 2 OBJECTIVES

The association is a non-profit organisation and has the following objectives :

- 1) to foster the economic, social and cultural vitality and the administrative identity of rural communities in Europe and, at the same time
- 2) to safeguard and to promote a renewal of these areas which is both innovative and adapted to the heritage of the architectural and natural environment (for example, the protection of sites and of landscapes).

Article 3 ASSETS

- 1) The funds required to realise the objectives of the association will be raised by means of subscriptions from ordinary and supporting members, subsidies, donations, etc. (see articles 7 and 11).
- 2) The association can also use the following methods : cultural events, seminars, periodical publications, documentation centre, research and action projects, international working groups etc. .

Article 4 MEMBERS

- 1) Ordinary members shall be admitted after submission of a written application addressed to the Executive Committee through the Secretary General, or to an approved National Section.
- 2) Membership is open to individuals or organisations : they can be ordinary, supporting or honorary members.
- 3) Ordinary membership is open to all individuals and organisations based in Europe whose activities correspond to the two objectives of the association or to one of those objectives, and who declare that they support these two objectives

Members will be placed in one of the following categories :

- Group I Non-government organisations at national or international level
- Group II Governmental or official organisations at national or international level
- Group III Non-government organisations at regional or local level
- Group IV Governmental or official organisations at regional or local level
- Group V Individuals living in Europe and pursuing the two objectives of the association
- Group VI Students.

4) Supporting membership is open, on the proposal of the Executive Committee and by resolution of the General Assembly, to individuals or organisations who support the objectives of the association by means of occasional or regular contributions of a financial or material kind or whose activities may be expected to promote the objectives of the association.

Supporting members can attend the General Assemblies of the association (only one representative per member) but shall not be entitled to vote.

5) Individuals or organisations who have rendered exceptional service to the association can be designated as honorary members by the General Assembly on the proposal of the Executive Committee. They can attend the General Assemblies of the association (only one representative per member) and shall be entitled to vote.

NATIONAL SECTIONS

6) a) If the members of the association in a given country wish to create a National Section of the association, they may do so. The Executive Committee of the association will prepare internal rules to guide the creation and the activity of such a National Section and the relations between it and the Executive Committee.

b) If the National Sections have been created in total conformity to these internal rules, they can receive the official recognition of the General Assembly of the association. They can then benefit from the name and logo of the association, and organise activities in their own country in the name of the association, as well as activities which may be delegated to them by the Executive Committee of the association.

Article 5

RIGHTS AND OBLIGATIONS OF MEMBERS

1) Members may take part in all events organised by the association and may make use of premises and institutions managed by the association. Only ordinary and honorary members shall have the right to vote at the General Assembly or to be elected to office.

2) Members are expected to use their best efforts to promote the interests of the association and to undertake nothing that would damage the good reputation and objectives of the association. They will respect the statutes of the association and the resolutions of its organs.

Ordinary members shall be bound to pay their subscriptions punctually before the date stated and at the levels determined by the General Assembly or by an approved National Section.

Article 6

ENDING OF MEMBERSHIP

1) Membership of the association may cease through death (or loss of legal status in the case of an organisation), by voluntary resignation or by exclusion (or removal of the status of honorary member).

2) Resignation of a member will take effect as soon as a written statement to that effect has reached the Executive Committee, through the Secretary General, or an approved National Section.

3) Members whose behaviour is harmful to the interests of the association, whether or not in the form of unpaid subscriptions, can be excluded by resolution of the General Assembly on the proposal of the Executive Committee. The member who is proposed for exclusion has the right to be heard by the General Assembly before a resolution is adopted. The obligation to pay all due subscriptions is not affected by exclusion. The reasons stated above can equally justify the removal of the status of honorary member, by decision of the General Assembly on the proposal of the Executive Committee.

Article 7 SUBSCRIPTIONS OF MEMBERS

- 1) All members of the association belonging to Groups I to IV must pay an annual subscription.
- 2) All members of the association belonging to Groups V and VI must pay either an annual subscription or a single life membership.
- 3) a) Membership subscriptions shall be submitted to the account of the association, or of an approved National Section, at latest on 31 March of each calendar year.
b) The General Assembly can decide that members from countries with convertible currency problems may pay their subscriptions into an account opened for that purpose in their own country. The sums thus paid may be used only in conformity with the objectives of the association stated in article 2 of the present statutes.
- 4) The subscriptions of ordinary members in Groups I to VI will be fixed periodically by the General Assembly on the proposal of the Executive Committee.
- 5) The Executive Committee may in exceptional circumstances exempt a member from part of his/her annual subscription.
- 6) Unless the Executive Committee decides otherwise, members being in arrears for two years in payment of their subscriptions, after a sufficient number of reminders, will be treated as having resigned. The following General Assembly must be informed of these assumed resignations.
- 7) Resolutions of the General Assembly which carry financial obligations for members beyond their simple subscriptions cannot be adopted without the agreement of the persons concerned.

Article 8 ORGANS OF THE ASSOCIATION

The organs of the association are :
The General Assembly.
The Executive Committee.

Article 9 THE GENERAL ASSEMBLY

- 1) The General Assembly is the supreme decision-making body of the association.
- 2) a) An ordinary General Assembly will be convened every year by the Executive Committee in writing, with an indication of the agenda and giving at least 8 weeks notice. Such an Assembly will be held not later than 18 months after the preceding General Assembly.
b) The place and date of the General Assembly at which the Executive Committee and the auditors will be elected for a two-year period will be fixed by the preceding General Assembly.
This decision can be entrusted to the Executive Committee.
Written summons to a General Assembly will be sent out by the Executive Committee at least 12 weeks in advance, with an indication of the agenda. If this agenda includes the proposed dissolution of the Association, the summons must be sent 3 months in advance.
- 3) The powers of the General Assembly include, among others :
 - a) Election of members of the Executive Committee and of auditors. These elections take place every 2 years;
 - b) To receive and approve the report of activities by the Executive Committee, the financial report and the auditors' report for the preceding financial year; and to release from their obligations the Executive Committee, its individual members and the auditors;
 - c) Decision on the programme and general direction of the activities of the association, and discussion and approval of the proposed budget;
 - d) Adoption of resolutions on motions which are proposed to the Assembly;
 - e) Adoption of resolutions relating to the choice of honorary members;
 - f) Adoption of resolutions related to the subscriptions of ordinary members, on the proposal of the Executive Committee;
 - g) Adoption of resolutions related to the exclusion of members or the removal of the status of honorary member;
 - h) Approval of the election of by co-option, or of the dismissal, of Executive Committee members;
 - i) Approval of the agenda for the General Assembly, and of internal rules for the conduct of the Assembly;
 - j) Adoption of resolutions to amend the Statutes of the association;
 - k) Adoption of a resolution to dissolve the association.
- 4) Motions addressed to the General Assembly must be deposited with the Secretary General at least two weeks before the date of the General Assembly.
- 5) Motions for amendment of the Statutes of the association must be deposited with the Secretary General at least six weeks before the General Assembly at which they will be put to the vote, and must be sent to all members at least four weeks before this Assembly.
- 6) a) An extraordinary General Assembly may be convened by the Executive Committee if the business of the association demands this.
b) An extraordinary General Assembly must be held if at least one tenth of the total members of the association request this in writing to the Secretary General. The Assembly must be convened within 4 months following receipt of the motion by the Executive Committee.
c) The Secretary General must give members at least 2 months written notice of an extraordinary General Assembly.

d) The agenda of an extraordinary General Assembly will be limited to the points specified in the demand stated at clause 6) b) above, or to the question presented by the Executive Committee in conformity with clause 6) a) above.

7) Each member in Groups I to IV may send up to five representatives to each General Assembly (but only two representatives to an extraordinary General Assembly). Members belonging to Groups V and VI may either participate in person or be represented.

8) Each ordinary member has a right to one vote. Organisations belonging to Groups I to IV may exercise their right to vote through a representative authorised to vote in their name. The right to vote can be transferred from one member to another member or representative, by proxy sent to the Secretary General at least two weeks before the date of the meeting.

9) All decisions taken by the General Assembly (elections, resolutions etc) are valid if adopted by a simple majority of votes cast by those members present who are entitled to vote.

In case of a split vote, the chairman of the meeting has a casting vote.

Resolutions to change the Statutes of the association or to dissolve it require a qualified majority of two thirds of votes cast by those members present or their representatives who are entitled to vote.

10) The President shall chair the General Assembly. In the event of his incapacity, the First Vice-President will assume this task. Should he too be incapacitated, another Vice-President or another person elected by those members present shall chair the Assembly.

11) A minute of each General Assembly must be prepared. It will be signed by the Secretary General or ad hoc secretary chosen by the General Assembly, and counter-signed by the chairman of the session.

Article 10 THE EXECUTIVE COMMITTEE

1) The Executive Committee consists of up to ten members elected by the General Assembly, one member nominated by each approved National Section, and up to six co-opted members. All these members have equal rights to vote at meetings of the Executive Committee.

2) a) Up to ten ordinary members of the Executive Committee are elected by the Assembly General. All members, whatever their Group or country, have the right to stand for election and to vote for the candidates.

b) Each approved National Section can nominate a member to represent that section on the Executive Committee; these nominated members must be elected, without opposition, by the General Assembly of the association.

3) During the election of members of the Committee in accordance with clause 2) a) above, all the Groups of members should be represented, and a balanced geographical distribution must be ensured among the members of the Executive Committee.

4) a) The Executive Committee may co-opt up to 6 further members for an initial term of one year. This term may be renewed.

b) The Executive Committee elected by the General Assembly has the right, if an elected member resigns, to co-opt another eligible member.

- c) The nomination of co-opted members shall be submitted to the next General Assembly.
- 5) a) The Executive Committee is elected for 2 years, but shall continue in office until a new Committee has been elected.
b) Members of the Executive Committee may be re-elected.
Before elections are held, the General Assembly must receive a declaration stating the number of meetings of the Executive Committee held since the previous election and the number of these meetings which have been attended by those members of the Executive Committee who wish to be re-elected.
- 6) a) The Assembly General elects, from among the members of the Executive Committee, a President and two Vice-Presidents, one of whom carries the title of First Vice-President.
b) In addition, the Executive Committee elects among its members two Vice-Presidents, a Secretary General and a Treasurer.
c) The President and the four Vice-Presidents holding office at the same time shall not be of the same nationality.
d) The President and the Vice-Presidents may not be re-elected for more than two successive periods of office.
- 7) Invitations to meetings of the Executive Committee shall be issued by the President or by the Secretary General, in writing.
- 8) The Executive Committee decides on the frequency and the location of its meetings. It will ensure that the distances and the costs of travel are fairly distributed among its members during the term of office of the Executive Committee.
- 9) The Committee is quorate if all of its members have been invited to attend and at least a quarter of them are present.
- 10) The Committee takes its decisions by a simple majority vote. Should the vote be split, a new vote is taken. If, following that discussion, the vote is still split, the chairman of the meeting has a casting vote.
- 11) Meetings of the Committee are chaired by the President or in default by the First Vice-President. Should the President and the First Vice-President be incapacitated, the Executive Committee may elect from its ranks a Chairman for the session.
- 12) Apart from death or expiry of the period of office, the mandate of a member of the Executive Committee may cease through resignation. A statement of resignation must be addressed to the Executive Committee or, in the case of collective resignation, to the General Assembly. The resignation will take effect only on the election or co-option of a successor.
- 13) The General Assembly may at any time release the entire Executive Committee or individual members of the Executive Committee from their mandate (see article 10, clause 25 below).
- 14) The Executive Committee is responsible for directing the activities of the association, on the basis of the resolutions taken by the General Assembly. It takes all necessary decisions between two General Assemblies. The Executive Committee is charged, among other duties, with :

- a) Assuring the representation of the association by the President, a Vice-President, the Secretary General or another member of the Committee;
- b) Managing the assets of the association;
- c) Preparation of the annual report, the financial report and the proposed budget;
- d) Preparation and convening of ordinary and extraordinary General Assemblies;
- e) Submission to the General Assembly of proposals for programmes of activity;
- f) Conduct of all business which is not expressly reserved to the General Assembly;
- g) Examination of any demand for use of the name or the logo of the association;
- h) Preparation of internal rules to guide the creation and the activity of National Sections and the relations between them and the Executive Committee;
- i) Approval for the creation of, and terms of reference for, International Working Groups.

15) The Committee may establish its own internal rules.

16) The Committee may appoint Sub-committees of its members and may delegate to them part of its responsibilities.

17) The President, the four Vice-Presidents, the Secretary General and the Treasurer form the bureau of the association. The Executive Committee can delegate functions or decisions to this bureau.

18) The President is the chief representative of the association. He chairs sessions of the General Assembly and of the Executive Committee. In case of urgency, he may take decisions on his own authority even in matters which are the responsibility of the General Assembly, on condition that he first consults the Secretary General and the First Vice-President and that such decisions are subsequently submitted for approval by the appropriate organ of the Council.

19) In the event of the incapacity or the resignation of the President, the First Vice-President will assume his powers until the election of a successor.

20) The President and the four Vice-Presidents must each for their part assume responsibilities to oversee specific aspects of the international activity of the association, on a basis agreed between them and the Executive Committee after their election.

21) The Secretary General exercises his functions on an honorary basis. He shares responsibility for the conduct of current business, prepares the minutes of sessions of the General Assembly and the Executive Committee, and receives the correspondence of the association, whether or not registered, including postal orders.

22) The Treasurer exercises his functions on an honorary basis. He is responsible for the correct management of the association's finances.

23) In the event of the incapacity of these officers, the Executive Committee may elect deputies for the Secretary General and the Treasurer.

24) Written documents and publications of the association, and especially those aimed at the general public, must be signed jointly by the President or the First Vice-President and the Secretary General or, in relation to financial matters, by a member of the Executive Committee and the Treasurer.

25) If the President, any of the four Vice-Presidents, Secretary General or Treasurer commit a flagrant abuse of their mandate or fail to carry out their obligations, they may be dismissed from their function by a resolution of the Executive Committee, provided that members of the Committee have been informed in writing at least one month before the date of the meeting with this point on the agenda.

Such action must be submitted for confirmation to the next General Assembly.

26) Minutes of the meetings of the Executive Committee are kept. These minutes are approved as a correct record by the following meeting of the Executive Committee, and are signed by the person chairing that meeting. A minute book is maintained.

Article 11 FINANCE

1) The Executive Committee can seek, and receive in the association's accounts, money in the form of subscriptions, legacies, grants and loans.

It can also acquire property in the name of the association.

2) The Executive Committee can decide the use of moveable or immovable property of the association.

3) The property of the association must be exclusively used in support of its statutory objectives as stated in article 2.

Members shall receive no remuneration from the funds of the association.

4) No person may benefit from payments which fall outside the statutory objectives or are unreasonably high. (This does not exclude adequate remuneration of employees or members of the association in return for services rendered, or the reimbursement of expenses incurred on behalf of the association).

5) a) The total amount of debts of the association may in no case exceed the total amount of subscriptions due for the current year.

The Executive Committee is the guardian of this balance.

b) Responsibility in matters of finance rests collectively with members of the Executive Committee, to the exclusion of other members of the association.

c) No member of the Executive Committee shall receive financial reward by reason of the functions which have been entrusted to him.

6) The Executive Committee opens, in the name of the association, one or more bank accounts, and delegates signature to the Treasurer and the Secretary General or to other designated persons. Two signatures are necessary for all transactions.

7) The association takes the calendar year as its accounting year. A daily journal of accounts is maintained, and where necessary an inventory of property.

8) The Executive Committee will ensure that the account books are kept in the offices of the association or at another suitable location, and that these documents are always available for examination by members of the Executive Committee by prior appointment.

The Executive Committee will periodically decide whether members of the association may examine the account books, and the conditions under which this examination shall take place.

9) Each year, the Executive Committee will present to members of the association a report outlining income and expenditure since the previous report. This report will contain a statement of balance and the auditors' report.

A copy of the financial report, the balance and the auditors' report will be sent by the Secretary General to all members of the association and to the auditors at least one month before the date of the General Assembly.

Article 12 AUDITORS

1) Two auditors are elected by the General Assembly for a mandate of two years. They must be duly qualified and are eligible for re-election. They are chosen from outside the members of the Executive Committee.

2) The auditors are responsible for the supervision of current financial business and for verification of accounts. Each year, they submit a report to the General Assembly on the result of their audit.

Article 13 WORKING LANGUAGES

The working languages of the association are English, German, French and Russian.

Article 14 DISSOLUTION OF THE ASSOCIATION

1) A resolution relating to the voluntary dissolution of the association can only be adopted by an extraordinary General Assembly convened for that purpose on condition that two-thirds of members present are in agreement.

2) The extraordinary General Assembly will proceed to liquidate the assets of the association. The Assembly must designate a liquidator and can decide the allocation of the assets after all debts of the association have been met. The remaining assets must as far as possible be devoted to an association which pursues objectives similar to those stated in article 2 of the present statutes.

The present statutes have been adopted by the General Assembly held at Wiltz, Grand-Duchy of Luxembourg, on 15 April 1989, and finally amended by the General Assembly held at Bütgenbach, Belgium on 24 September 2000.

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