STATUTES

of the association

ENTER

**1. Name, Seat and Field of Activity**

1.1 The name of the Association shall be ENTER (European Network for Learning and Teaching in Agriculture and Rural Development) and its seat is registered in Wageningen, the Netherlands.

1.2 Its field of activity is worldwide. See art. 3.1.

The financial year shall correspond to the calendar year.

**2. Purpose**

2.1 The network is an exchange platform for professional experience, knowledge, skills, methods and cultural diversion in green, rural, agricultural and forestry education and research. It aims at strengthening sustainable development and liveability in rural areas at national and international levels.

**The main aims are:**

To support the improvement of teaching and learning processes in green, land-based education.

To develop knowledge and understanding about the land-based sector and its education within Europe.

To share, develop and promote teaching methods and strategies through European teacher training and the extension service.

To impulse innovation in the land-based training system, in order to modernise curricular and extra-curricular activities, teaching objectives and contents according to the evolution of rural development.

To encourage and facilitate bilateral and multilateral exchanges of trainees, teachers, trainers and institutional collaboration.

To support and facilitate projects´ development.

2.2 The activities of the Association shall be non-profit-making.

2.3 According to its statutes, the Association exclusively and directly pursues non-profit purposes and is therefore a non-profit association in the sense of the applicable tax law provision.

**3.** **Activities and means to achieve the purpose of the Association**

3.1 The purpose of the Association shall be achieved by the following means:

To achieve these aims, the network develops:

* Communication systems;
* Scientific and thematic study meetings;
* Educational experimentation;
* Action research;
* Student teachers’ and trainers’ exchanges;
* Common courses and curricula;
* Publication of research articles;
* Institutional cooperation.

3.1.1 Provided that it serves the purpose of the Association, the Association shall also be entitled to,

- to pass on funds or other assets to organisations benefiting from donations with a corresponding dedication, provided that there is at least a corresponding organisational purpose.

- to provide funds for students´ scholarships related to institutional relations.

3.2 The purpose of the Association shall be achieved by the following material means:

3.2.1 The financial resources of the network are composed of:

* Sponsoring and donations;
* Subscription fees and contributions for specific activities from member institutes;
* Grants from governmental and regional institutions of member countries and also of international organisations;
* Financial support (European, national, regional…) for activities decided by the Council (meetings, studies and research, courses, study tours…) with agreement of governmental or international organisations.

In Appendix 1 the regulations concerning the amount of the fees will be found.

3.3 The association may, insofar as the material means and the purpose of the association permit, have employees and in general use third parties in order to fulfil its purpose. Remuneration may also be paid to members of the association, including association officials, provided that this relates to activities which go beyond the activities of the association in the narrowest sense; such remuneration must stand up to comparison with third parties.

**4.** **Types of membership**

4.1 The members of the Association are all ordinary members.

**5.** **Acquisition of membership**

5.1 Application for membership shall be made in writing to the Board.

5.2 The Board shall make the final decision on the admission of members. Admission may be refused without giving reasons.

5.3 The admission as a member shall be announced to the candidate.

**6.** **Termination of membership**

6.1 Membership shall be terminated (loss of legal personality in the case of legal persons), resignation, deletion, and exclusion by the Board.

6.2 Deletion from the list of members by the Board is permissible if a member is in arrears with the payment of membership fees, joining fees or other payment obligations to the Association for more than eighteen months periods despite two written reminders. The reminders shall at the same time serve as an opportunity for the member concerned to make a statement; a separate hearing of the member before the deletion by the Board is not required. The deletion may be effected without a separate resolution by a member of the Board authorised to do so. A set-off with possible counterclaims of the member is inadmissible against outstanding claims of the association.

6.3 The member shall be informed of the cancellation in writing. Outstanding claims of the Association against the deleted member shall not be affected by the deletion. The cancellation can be reversed within one week by paying the outstanding amount.

6.4 The expulsion of a member from the Association may be decided by the Board at any time for good cause. This shall be deemed to be, in particular, a gross violation of the member's duties and/or conduct detrimental to the Association, which permanently shakes the relationship of trust between the Association and the member.

6.5 The application for the expulsion of a member can only be made by the Board by decision of the General Assembly on recommendation of the Board – the member concerned shall be given the opportunity to respond to the allegations made, either orally or in writing, prior to the expulsion. The decision of the Board shall be communicated to the member in writing with reasons.

6.6 The member concerned may appeal against the exclusion decision to the internal arbitration court of the association (item 15).

6.7From the date of notification of the exclusion decision until the final internal decision on the appeal, the rights of the member shall be suspended, but not the obligations incumbent upon him/her. All rights of the member expire on the day of the expulsion.

**7. Rights and duties of the members**

7.1 Every member has the right to participate in the General Assembly. Only ordinary members have the right to stand for election to the Board.

7.2 Members are obliged to promote the interests of the Association to the best of their ability and to refrain from doing anything that harms the reputation and purpose of the association. They shall observe the statutes of the Association and the resolutions of the organs of the Association. Members shall be entitled to participate in all events of the Association and to use the facilities of the Association, if necessary, in accordance with the guidelines established by the Board.

7.3 Ordinary members are obliged to pay the joining fee and the respective membership fees punctually in the amount decided annually by the Board.

7.4 At events organised by the Association, participating members may be required to pay a participation fee.

**8. Organs of the Association**

8.1 The organs of the Association are the General Assembly, the Board, the Auditors and the Court of Arbitration.

**9. The General Assembly**

9.1 The ordinary General Assembly shall be held every two years. A Council meeting (only one representative from each institution) shall be held (online) once a year.

9.2 An extraordinary General Assembly shall be held at the decision of the Board or at the written request of at least 25% of the Council or at the request of the Auditors within six weeks of receipt of the request.

9.3 All members shall be invited in writing (by e-mail) to both ordinary and extraordinary general meetings at least four weeks before the date of the meeting. The convening of the General Assembly shall include a provisional agenda.

9.4 If the Board is unable to act or fails to perform its duty to convene the General Assembly of Members, the Auditors shall be entitled and obliged to convene the General Assembly of Members in compliance with the Statutes.

9.5 Suggestions to items on the agenda of the General Assembly may only be submitted in writing an e-mail to the Board by members not later than one week before the General Assembly (receipt). Motions to amend the Statutes and to dissolve the Association may only be submitted by members of the Board or 25% of the members of the Association. If additional agenda items have been requested in due time, the Board shall send a final (proposed) agenda to all members of the Association no later than two weeks before the General Assembly.

9.6 Valid resolutions can only be passed if they were items on the agenda.

9.7 At the General Assembly, all members are entitled to participate; one person from each partner institution (which paid the membership fee) represents their own institution and has one vote. These people form the Council. The transfer of the right to vote to another ordinary member by means of a written proxy is permissible. However, a member may only represent two other members.

9.8 The General Assembly shall constitute a quorum if half of all members entitled to vote are present. If the General Assembly does not have a quorum at the beginning, it shall have a quorum in any case after 15 minutes have elapsed. Resolutions at the General Assembly shall be adopted by a simple majority of the valid votes cast.

9.9 Resolutions to amend the Statutes of the Association or to dissolve the Association shall require a qualified majority of two thirds of the valid votes cast.

9.10 The General Assembly shall be chaired by the President of the Association or, if s/he is unable to do so, by his/her deputy. If the latter is also prevented, the oldest member of the Board present shall chair the meeting. The chairperson of the meeting may admit guests to the General Meeting, which is generally not open to the public.

General Assemblies may also be held without the physical presence of the participants (e.g., via online video conference). In this case, the provisions for holding General Assemblies with the physical presence of the participants shall apply mutatis mutandis, whereby a technical solution shall be chosen that ensures that all members entitled to participate can take part in the virtual meeting. The decision as to whether a virtual meeting is to be held and which connection technology is to be used shall be taken by the Board. In a General Assembly held without the physical presence of the participants, the agenda may only include those items that require an urgent resolution or election by the General Assembly. It is an emergency option to hold the General Assembly in a hybrid-format including the election of a new Board.

**10. Tasks of the General Assembly**

10.1 The following tasks are reserved for the General Meeting:

10.1.1 Receipt of the annual reports and discharge of the Board;

10.1.2 Election and dismissal of the members of the Board as well as the approval of the co-optation of members of the Board and the election and dismissal of the auditor(s);

10.1.3 Approval of legal transactions between members of the Board or Auditors and the Association;

10.1.4 Passing resolutions on the amendment of the statutes and on the dissolution of the Association;

10.1.5 To deliberate and pass resolutions on other questions and matters on the agenda.

10.2 The Board is obliged to inform the members about the activities and the financial management of the Association at the General Assembly. If at least one tenth of the members request this, stating their reasons, the Board must also provide such information to the members concerned within four weeks of receipt of the request.

**11. The Board**

11.1 The Board is the governing body of the Association in the sense of § 5 section 3 of the Association Act and consists of five persons. The Board consists of a President and his/her deputy (Vice-President), a Treasurer, a general secretary and his/her deputy. The President and his deputy may not come from the same country of origin. The distribution of functions within the Board is the responsibility of the Board, which may establish its own rules of procedure.

11.2 In the event of the resignation of a member during his/her term of office, the Board shall have the right to co-opt another member in his/her place, subject to the subsequent approval of the next General Assembly. Until such time in case the General Assembly refuses to confirm the co-option, the acts of such members of the Board shall in any case be valid. The co-opted member shall complete the term of office of resigned member. If the Board fails to exist at all or for an unforeseeably long period of time without self-completion by co-optation, the Auditor(s) shall be obliged to call an extraordinary General Assembly without delay for the purpose of electing a new Board.

11.3 Should the Auditor(s) also be unable to act or be absent, any group of three members who recognise the emergency situation shall have the right to call an extraordinary General Assembly themselves without delay or to apply to the court for the appointment of a Curator who shall immediately call an extraordinary General Assembly.

11.4 The Board shall be appointed by the General Assembly for two years. Re-election of the respective member in immediate succession is only possible once.

11.5 Meetings of the Board shall be convened by the President or, if s/he is unable to do so, by his/her deputy. This can be done in writing or orally and must be done at least two weeks before the date of the meeting. If the Vice-President is also prevented from attending for an unforeseeably long period of time, any other member of the Board may convene the Board. Guests may be invited to the non-public meetings of the Board, but without voting rights.

11.6 The Board has a quorum if all its members have been duly invited and at least two of them are present. It shall pass its resolutions by a simple majority of votes; in the event of a tie, the President shall have the casting vote. A member of the Board may be represented by another member of the Board, by means of a written proxy.

11.7 The Chair shall be taken by the President or, if s/he is prevented from doing so, by his/her deputy.

11.8 Except in the case of death, the function of a member of the Board expires by voting-out by the General Assembly or resignation.

11.9 The members of the Board may resign in writing at any time. The declaration of resignation shall be addressed to the Board, in case of resignation of the entire Board to the General Assembly. The resignation must not be untimely, so that the Association would suffer damage as a result.

11.10 Board meetings may be held without the physical presence of the participants (e.g., via telephone or video conference). In this case, the provisions for holding board meetings with the physical presence of the participants shall apply mutatis mutandis. The Board may also adopt written resolutions by circulation. Details on the holding of virtual board meetings and the passing of resolutions by circulation may be regulated by the Board in rules of procedure issued by the Board.

**12.** **Tasks of the Board**

12.1 The Board shall be responsible for the management of the Association. It shall be responsible for all tasks not assigned to another organ of the Association by the Statutes. The following matters in particular fall within its remit:

12.1.1 Preparation of the annual budget, the statement of accounts and the closing of accounts;

12.1.2 Determining the amount of the respective membership fees;

12.1.3 Preparation and convening of the Ordinary and Extraordinary General Assemblies;

12.1.4 Management of the assets of the Association;

12.1.5 Admission and exclusion of members of the Association;

12.1.6 Keeping a list of members.

**13.** **Special duties of individual Board members**

13.1 The President may delegate the exercise of this power to the Vice-President or General Secretary.Written copies of the Association require the (electronic) signature of the President or the General Secretary in order to be valid. In monetary matters, the Treasurer or the President is authorized to sign. From a payment of EUR 100,- per invoice, the written approval of the President or the General Secretary is required.

13.2 The General Secretary is the representative of the institution for administrative, and financial management of the network, in cooperation with the Treasurer. S/he has the responsibility of day-to-day administration of the network. S/he will implement the decisions of the General Assembly and shall contribute to the development of the policy of the network, under the direction of the Board. The additional work resulting from these activities may require a reduction of teaching load. This is up to the institution’s management that dispatch its employee as a Board member.

If a Board member is unable to fulfil his/her work, s/he will be represented by his/her respective deputies. The Treasurer may be represented by another Board member member of the Board in terms of age.

13.3 The President presides over the General Assembly and the Board, in his/her absence his/her deputy.

13.4 The Treasurer shall be responsible for the proper financial management of the Association.

13.5 The General Secretary and Treasurer should work in close cooperation in order to maintain congruent processes.

**14.** **Auditors**

14.1 The Association shall have one Auditor who does not need not be a member of the Association. S/he shall be elected by the General Assembly for a period of two years. Re-election is possible without limitation. Legal transactions between the Auditors and the Association require the approval of the General Assembly to be valid.

14.2 The Auditor shall audit the financial management of the Association with regard to the correctness of the accounts and the use of the funds in accordance with the Statutes within four months of the preparation of the income and expenditure account or the annual accounts. The Board shall submit the necessary documents to the auditors and provide the required information. The auditor shall report to the General Assembly on the results of the audit. The auditor’s report shall confirm that the accounts are in order and that the funds have been used in accordance with the Statutes, or shall point out any deficiencies in the management of the Association or any risks to its existence. Furthermore, insider dealings as well as unusual income or expenditure must be pointed out.

**15.** **Arbitration**

15.1 The arbitration tribunal shall decide on all disputes arising out of the association's relationship.

15.2 The Arbitration Tribunal shall consist of three persons who need not be members of the Association. The members of the Arbitration Tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute. The arbitration tribunal shall be constituted in such a way that each party to the dispute shall nominate one person as arbitrator to the Board, whereby the Board, if itself or the Association is the other party to the dispute, shall nominate the further member of the arbitration tribunal within fourteen days; if another member of the Association is affected by the dispute, the Board shall request this member to nominate a further member of the arbitration tribunal within fourteen days of delivery of the request.

15.3 These two arbitrators shall elect a third person as chairperson of the arbitral tribunal. If they cannot agree within seven days, the Board shall decide, whereby the latter is not bound to the proposed candidates. If this procedure is not possible, the candidates proposed by the arbitrators shall be decided by lot. The referees are obliged to participate in the drawing of lots. If a nominated arbitrator prevents the arbitration from taking place or working, this shall be attributed to the member who nominated him, who shall be requested by the Board to provide a replacement within a reasonable period of time.

15.4 The arbitration tribunal shall first attempt conciliation; if conciliation is not possible, it shall have the power to decide the dispute. The disputants may be represented by a lawyer, but no costs shall be awarded. However, in the course of the arbitration, the arbitral tribunal may make a recommendation as to the payment of costs.

15.5 The arbitration tribunal shall reach its decision by a simple majority of votes in the presence of all its members. The parties to the dispute shall be given the opportunity to make oral or written submissions on the subject matter of the dispute. The arbitral tribunal may, if it considers it appropriate, schedule an oral hearing with the participation of the parties to the dispute. It shall decide to the best of its knowledge and belief. The chairperson of the arbitral tribunal shall be responsible for issuing the decision, which shall in any case contain a statement of reasons. The decisions of the arbitration tribunal shall be final within the Association.

15.6 If the defendant fails to nominate an arbitrator within a period of fourteen days of the nomination of the arbitrator by the applicant, or fails to nominate a substitute member within a reasonable period of time (point 15.3), this shall be deemed to be an acceptance of the application.

**16. Dissolution of the Association**

16.1 The voluntary dissolution of the Association can only be decided at an ordinary or extraordinary General Assembly, which already expressly includes this agenda item in the invitation, and with a majority of two thirds.

16.2 The General Assembly shall also decide on the liquidation. Unless the general meeting decides otherwise, the President shall be the liquidator authorised to represent the Association.

Associations that are not tax-privileged must have a dissolution provision in the statutes that regulates what is to be done with the remaining assets in the event of dissolution; here is a suggestion:

16.3 In the event of (voluntary or official) dissolution of the Association, the Association's assets remaining after covering the liabilities shall, as far as this is possible and permitted, be transferred to an organisation that pursues the same or similar purposes as the Association, otherwise for charitable purposes.

Tax-privileged associations (non-profit, charitable or ecclesiastical associations) must include the following dissolution provision in the statutes:

16.4 In the event of (voluntary or official) dissolution of the Association or in the event of the discontinuation of the previous purpose of the Association, the Association's assets remaining after covering the liabilities shall be used for charitable purposes. The dissolution provision in the case of the Association’s benefiting from donations must stipulate that the funds remaining in the event of liquidation or discontinuation of the beneficiary purposes must be used exclusively for those purposes for which the donation privilege was granted.

*Version as of 27.3.2023*

*Text is based on Austrian Statutes Template (Musterstatuten), based on the Austrian Association law.*

**Appendix 1**

**Internal rules**

1. ***Fees for membership:***

Fees are paid per institution. We suggest that they should be:

* 150 Euros for EU countries, EEE countries, Switzerland;
* 50 Euros for all other European countries;
* 50 Euros for the rest of the world.
1. ***Financial management:***

The treasurer controls the budget; s/he only can pay the expenditures.

The money should be used only for the following items:

* Meals and accommodation during meetings;
* Travelling costs of the Board members, with a maximum of EUR 500,- for each return trip;
* Green travel is preferred;
* Promotion and publicity for the network (production, dissemination and website creation).
1. ***The network’s promotion:***

It is decided to form a promotion committee in charge of:

* Producing a promotional leaflet to advertise the network in all countries (language has to be defined);
* Create and produce promotional material;
* Create and maintain the network’s website and social media.