

CIVILSCAPE

NGOs for the European Landscape Convention

Draft Deed of Formation

Name and Location of Foundation

Article 1

1. The name of the foundation is **CIVILSCAPE**.
2. The legal foundation is located in the municipality of Wageningen, the Netherlands.

Aims and assets

Article 2

1. The aim of the foundation is to function as an international network for non-governmental organisations striving to safeguard and improve the quality of landscape, in accordance with the European Landscape Convention (the Florence Convention of the Council of Europe) by:
 - a. serving as the technical and logistic core of a European network in the field of citizens' involvement in landscape management and planning, named "CIVILSCAPE";
 - b. promoting international exchange of knowledge and experiences in the management and planning of landscapes in Europe between non-governmental organisations at local, regional, national and international level;
 - c. promoting the development of joint projects between members of CIVILSCAPE;
 - d. together with network partners, developing programmes for practical training and education in competences needed for citizens' participation in landscape planning and management issues;
 - e. stimulating public awareness raising for landscape planning and management issues;
 - f. coordinating actions to influence policies relevant to the aims of the foundation;
 - g. producing electronic, digital and printed publications for the general public, policy support and scientific objectives.
2. The methods of attaining these aims will be as follows:
 - a. the foundation will provide the financial means to allow the network of CIVILSCAPE to function by establishing exchange projects, acquiring subsidies, providing products, seeking donations, contributions and other funds with the understanding that this is a non-profit foundation;
 - b. the foundation will promote the exchange of knowledge between partners in the network by providing both the necessary organisational framework and the finances;

- c. the foundation will promote the establishment of a European database on landscape initiatives that is accessible to members of the network and that can be used to benefit the maintenance and management of the European landscape with its cultural and natural values;
 - d. the foundation will provide services to related organisations for a reasonable fee to benefit their functioning as an organisation;
 - e. the foundation will engage in any appropriate legal activities to realise the above aims.
3. The assets of the foundation will comprise :
- a. membership fees, subsidies and donations;
 - b. gifts, inheritances and legacies;
 - c. all other acquisitions and assets.

Members

Article 3

1. Members of CIVILSCAPE are Non-Governmental Organisations that strive to enhance the implementation of the European Landscape Convention, and which are either non-profit or not-for-profit organisations.
2. The yearly fee for CIVILSCAPE is to be decided upon by the General Assembly. For the first year of membership (2008) this fee shall be € 50 for organisations with an annual turnover of less than € 10,000, € 100 for organisations with an annual turnover of more than € 10,000 and less than € 100,000, and € 500 for organisations with an annual turnover of more than € 100,000. These levels of fees shall not be considered to designate categories of membership, and will not be divulged to other parties.

General Assembly

Article 4

1. The General Assembly is the yearly gathering of Members and represents the decision-making body of CIVILSCAPE. Members will have one vote each. Only members present can vote.
2. Observers may be invited to the General Assembly without the right to vote.
3. The meetings of the General Assembly will be organised by the Executive Board.
4. The regular yearly meetings of the General Assembly are to be announced at least two months in advance.
5. The General Assembly:
 - a) approves the annual programme of activities;
 - b) nominates the Executive Board representatives and appoints its Coordinator;
 - c) decides on the establishment of seats, branches and offices, in addition to the legal and operating seat and any changes to existing seats;
 - d) approves internal regulations and budget documents
 - e) decides on matters regarding contributions.
6. The General Assembly elects its President, and the Members of the Executive Board by a simple majority of votes.
7. The President of the General Assembly is also the Chair of the Executive Board.

8. The General Assembly will meet in extraordinary session upon written convocation by the President, by written request by the Executive Board or by a third of the Members, within two months from the date of request and for the following reasons:
 - a) approval of possible modifications to the statutes proposed by the Executive Board;
 - b) decisions concerning the dissolution of CIVILSCAPE;
 - c) decisions on any other matters proposed by parties who have promoted the convocation of the meeting.

Executive Board

Article 5

1. The Executive Board will oversee the functioning of CIVILSCAPE during the intervals between General Assembly meetings.
2. The Executive Board of the foundation will consist of at least five and no more than nine members and is appointed for the first time in this deed. The number of members will be – in accordance with the previous stipulation – determined by the Executive Board by common consent. The members are to be nominated by the General Assembly. Observers will not participate in Executive Board decision making. The Executive Board may however invite any person – without voting power – to their meetings whenever deemed necessary.
3. The Members of the Executive Board act in a personal capacity and without mandate of any other organisation.
4. The Executive Board (with the exception of the first Board, whose members will be appointed to specific functions) will choose from its members a Secretary and Treasurer, while its Chair is nominated by the General Assembly according to art. 4 clause 7; Chair, Secretary and Treasurer are responsible for the day-to-day management of the foundation. The positions of Secretary and Treasurer can also be filled by a single individual.
5. Executive Board members are appointed for a period of three years, with the possibility of re election for one period. If one or more vacancies on the Executive Board occur, the remaining Board members – by general consent (or the consent of the single remaining committee member) – shall make sure that one or more acting successors are appointed within two months following the occurrence of the vacancy or vacancies. These acting members will function until the next General Assembly.
6. Should the Executive Board lack one or more members for any reason, then the remaining Board members, or the single remaining Board member, will still form a legitimate Executive Board.
7. The members of the Executive Board are not paid for their activities.

Executive Board meetings and Executive Board decisions

Article 6

1. The Executive Board meetings will be held at a location indicated by the Chair.
2. At least one meeting is to be held every calendar year.
3. Meetings will also be held multiple times per year if the Chair believes this to be desirable or if one of the other Board members makes a written request to this effect

and sends it to the Chair; this request must contain an accurate list of the points to be discussed during the meeting. If the Chair does not respond to such a request in a timely fashion so that the meeting can be held within two months following the request, the Board member making the request is then authorised to call a meeting in accordance with the required formalities.

4. The call for the meeting will be made – in accordance with stipulations in the previous clause – by the Chair at least twenty-one days before the planned date of the meeting, not including the day of the meeting itself – by means of notification letters (sent by post or e-mail).
5. The notification letters will advise of the topics to be discussed at the meeting in addition to the location and time of the meeting.
6. All documents and decisions of the Executive Board will be openly available to the members of CIVILSCAPE.
7. As long as all Board members with a formal function are present at a Board meeting, valid decisions can be taken about all topics discussed if approved by common consent – even if the regulations for announcing and holding meetings have not been adhered to.
8. Members of the Executive Board may be represented by deputy members.
9. The meetings will be led by the Chair of the Executive Board; if the Chair is absent, an Acting Chair is appointed for the meeting by the members who are present.
10. Minutes of all topics discussed during the meeting will be taken by the Secretary or another member who is asked to do so by the Chair. The minutes of the previous meeting will be approved and signed by those who have functioned as Chair and Secretary during that meeting.
11. The Executive Board can take valid decisions during the meeting only if a majority of members with official functions are present at the meeting or are represented by proxy. An Executive Board member can allow him or herself to be represented at a meeting by another Board member upon presenting a written authorisation (proxy), to be approved by the Chair of the meeting. A Board member can only serve as proxy for one absent Board member.
12. The Executive Board can also take decisions outside meetings, but only if all Executive Board members are provided with the opportunity to express their opinion about the decision in writing, by telegraph, e-mail, telex or fax. The Secretary will make a report of such a decision which includes the answers received; this report is to be added to the minutes after also being signed by the Chair.
13. Every Executive Board member has one vote. To the extent that these statutes do not require a larger majority, all decisions of the Executive Board are to be made with a simple majority of valid votes.
14. All votes at meetings will take place orally unless the Chair believes it is desirable to take a paper ballot, or one of the voting members or members who are authorised to vote by proxy desires a paper ballot. Paper ballots will take place by means of unsigned, sealed ballots. Blank papers are considered to be abstentions.
15. For all conflicts concerning voting that are not foreseen in the statutes, the Chair will make the final decision.

Executive Board authority and representation

Article 7

1. The Executive Board is charged with the administration of the foundation.

2. The Executive Board is not authorised to make agreements concerning the acquisition, transfer and mortgaging of registered property.
3. The Executive Board is not authorised to make agreements whereby the foundation guarantees a debt or becomes a co-debtor, makes out a case for a third party, or provides security for the debt of another party.

Article 8

1. The Executive Board represents the foundation.
2. The authority to represent the foundation is assigned by the Executive Board to two members operating collectively who are concerned with the daily operation of the foundation.
3. The foundation can authorise one or more Board members, as well as a third party, to represent the foundation within the limits of that authorisation.

Termination of Executive Board membership

Article 9

Membership of the Executive Board terminates under one of the following conditions: due to the death of an Executive Board member, in case he or she loses conscious control of his or her own faculties, in case of written resignation, in case of discharge by the Executive Board if this takes place during a meeting by common consent where all members of the Executive Board are present or represented by proxy (with the exception of the Board member being discharged); discharge must be in accordance with the stipulations in Volume 2, Article 298 of the Netherlands Civil Code.

Fiscal year and annual report and accounts

Article 10

1. The fiscal year of the foundation is to be the same as the calendar year.
2. At the close of every fiscal year, the accounts of the foundation will be closed. The treasurer will then draw up a balance sheet and a statement of income and expenditure for the closed fiscal year; these documents will then – at the request of at least one Executive Board member – accompanied by a report from a registered accountant or an accountant/administration consultant – be presented to the Executive Board within six months after the end of the fiscal year.
3. The accounts are to be approved by the General Assembly.

Regulations

Article 11

1. The General Assembly is authorized to establish a set of regulations which deals with topics that are not covered in these statutes.
2. The regulations must not be in conflict with the Netherlands Civil Law or with these statutes.

3. The General Assembly is authorized at all times to change or abolish the regulations.
4. Regarding the approval, change and abolition of the regulations, that which is stipulated in Article 12, Clause 1 applies.

Alteration of the statutes

Article 12

1. The General Assembly is authorized to alter these statutes. The decision to alter the statutes must be taken by a majority of 2/3 of the votes in a meeting where at least 50 % of the Members of CIVILSCAPE are present or represented by proxy.
2. The alterations must take place by means of notarial deed; otherwise they are invalid.
3. The members of the Executive Board are required to submit an authenticated copy of the alteration, as well as the altered statutes themselves, to the Office of the Trade Register maintained by the Chamber of Commerce at the district in which the foundation is located.

Dissolution and liquidation

Article 13

1. The General Assembly is authorized to dissolve the foundation. Regarding any decision to this end, the stipulations in Article 12, Clause 1 apply.
2. The foundation continues to exist following its dissolution to the extent that this is necessary to allow the liquidation of its assets.
3. The liquidation is to be carried out by the Executive Board.
4. The liquidators will make sure that the dissolution of the foundation registration takes place in the register as stipulated in Article 12, Clause 3.
5. During the liquidation process, the stipulations of these statutes will remain in force wherever possible.
6. Any monetary balance remaining after the dissolution of the foundation will be spent in accordance with the aims of the foundation wherever possible.
7. Following the completion of the liquidation, the accounts and records of the dissolved foundation will be kept for a period of seven years by the youngest liquidator.

Final provisions

Article 14

In all cases not foreseen by Civil Law and these statutes, the Executive Board will decide.

Finally, the appearing parties declare, in order to implement the stipulations in Article 5, Clauses 1 and 2, that the first Executive Board members of the foundation are hereby appointed. These members are:

1. (chair)

2. (secretary)

3. (treasurer)

4.

5.

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