# STATUTES OF ASSOCIATION 

## CHAPTER A

## ASSOCIATION'S CORPORATE NAME - SEAT - SCOPE

## ARTICLE 1 <br> ASSOCIATION'S CORPORATE NAME

1. A non-profit Association is founded bearing the name Euracademy Association and the trade name Euracademy.

## ARTICLE 2

HEAD OFFICE SEAT
2. The seat of the Association is established in Athens. It is possible for the Board of Directors (BoD) to decide the establishment of further offices of the Association in other locations, in Greece or abroad.

## ARTICLE 3

## SCOPE - MEANS

3. The aim of the Association is the rendering of cultural services mainly through the organisation of conferences with scientific character and the promotion of "capacity building" in rural areas, through transferring of good practice; improving communication and fostering cooperation between different actors of rural development; and sustaining life-long learning in rural areas. The Association will pursue the fulfilment of the above aim through the following activities, all of which will be organised and delivered not for profit:
a) face-to-face learning including the organisation of Summer Academies, addressed to animators and others involved in rural development;
b) e-learning through the internet complemented by individual learning support;
c) preparation, production, issuance and printing of training manuals, Thematic Guides and research reports to support and complement the educational and research activities of the Association, for distribution among its members and wider dissemination;
d) operating a web site to disseminate information about the Association and its activities, host the educational products of the Association and encourage synergies among people and organisations at different levels;
e) promote the establishment of formal and informal networks amongst the members of the Association and between the members and other interested organisations and individuals;
f) create a forum for debate on issues of rural development;
g) undertake practical work on account of, or in collaboration with, national and international organisations, including the European Commission;
h) undertake research and studies on sustainable rural development issues, with a view of building up a body of knowledge on this theme.

## CHAPTER B MEMBERS

## ARTICLE 4 MEMBERS

4. Natural or legal persons of public or private law, including organisations of the public or private sector, have the right to be members of the Association. The members ought to originate or have their seat in countries which are members of the E.U., in other countries whose accession in the E.U. is impending, or those that have achieved a connection status or a trade and/or financial agreement with the E.U., and be able to demonstrate a practical or academic interest in rural development issues.

## ARTICLE 5 <br> REGISTRATION OF MEMBERS

5. Upon receipt of an application, the Board of Directors registers the application request and takes a decision on granting membership status in the BoD meeting following the application; or takes the application for approval to the next General Assembly.
6. Along with the application, the applicant is also requested to submit additional documents - as deemed necessary by the BoD- which certify the requirements, as stipulated in the articles of Association and pursuant to the law in effect for acquiring membership status. In the case of corporate members, one or more named persons are bestowed with the responsibility of formally representing the organisation.
7.A condition to the acceptance of the application is the remittance of the membership fee as it is determined by Article 11 of the present articles of Association.
7. Any member has the right to willingly withdraw (resign) from the Association, following a written or oral notification to the BoD, provided there are no debts or membership fees outstanding .
8. Reinstatement of members who withdrew on their own will is allowed.

## ARTICLE 7 RIGHTS AND OBLIGATIONS OF MEMBERS

10. The Association members have the right of participation in the General Assembly (G.A.), the right to vote and be elected, the right to carry and use one proxy vote per member present in the G.A. provided that the proxy-voting member has given written authorisation to this effect, the right of e-voting in accordance with the "Internal Constitution" of the Association, the right to use the Association's facilities and to enjoy the privileges provided by the articles of Association. Members have the right to participate in the Summer Academies, the e-learning courses and the conferences or seminars organised by the Association at reduced prices, to enjoy priority of registration in the above activities and purchase the Association's publications at reduced prices. Corporate members with up to 50 employees may enjoy the above privileges for up to three staff members, those with 50-200 employees may enjoy the above privileges for up to 5 staff members and those with more than 200 employees for up to 8 staff members. All members, individual or corporate, will have full access free of charge to the electronic material published on the web site through a personal code; will receive support to network themselves with other individuals or organisations sharing similar interests and activities; will be informed about funding opportunities for rural development projects; and will be also informed about events, publications, projects, training opportunities and regulations introduced at EU level.
11. The members of the Association have also the following obligations: to abide to the statutes of the Association, the laws and regulations pertaining to Associations; to abide by the BoD's and the G.A 's decisions; not to engage in deeds or in acts of negligence which are in direct conflict with the aim and the reputation of the Association; to demonstrate their solidarity to the other Association members; and to fulfil with regularity their financial obligation to the Association.

## ARTICLE 8 REGISTER OF MEMBERS AND OTHER BOOKS

12. The Association keeps the following books, which are numbered and validated by the Secretariat of Court in the area where the Association is registered.
a) A Membership Register, which records in acceding numerical order the full names of individual or organisation members, parental names where applicable, ID numbers or registration number as it pertains to organisations, address. Moreover, the register records the date a member joined the Association, the date a member is expelled from the Association, including a ledger with the remittance of membership fees. The Register also records other information deemed necessary by the BoD, such as VAT
numbers. Reckoning of the Membership Register takes place every three years, following the decision and supervision of the BoD.
b) A Register containing the minutes of the G.A's meetings.
c) A Register containing the minutes of the BoD's meetings.
d) A Register containing the minutes of the auditing committee meetings.
e) A Property Register, in which all the Association's movable and real property is registered.
f) The book of cash receipt vouchers, numbered and validated by the Auditing Committee's Chairman or Co-chairman before they are put in use.
13. The Association members have the right to be informed of the contents of the registers upon request.

## ARTICLE 9 EXPULSION OF A MEMBER

14. A member's expulsion or removal from the membership register takes place:
a. If his/her behaviour is in conflict with the Association's aims or its legitimate interests or violates the bon moeurs of due process.
b. In the case that there is a judgment banning the member's right to manage property or to exercise his/her civil rights.
c. In the case that the member has been convicted for any criminal offence and also in the case of irrevocable verdict which carries a mandatory incarceration sentence, particularly for such offences as larceny, embezzlement, fraud, extortion, profiteering, smuggling, forgery, actual and fraudulent bankruptcy.
d. If the remittance of membership fee is delinquent for a period of two consecutive years.
e. In the case of the natural person's death or the dissolution of the member organisation. Following the dissolution of an organisation, its representatives have the right to remain as members, provided they fulfil the requirements for individual members.
f. For any other condition that may arise in the judgement of BoD or the G.A pursuant to the statutes governing the Association.
In any case, the annual membership fee has to be paid off.

## ARTICLE 10

PROCEDURE FOR EXPULSION OR RE-INSTATEMENT OF A MEMBER
15. The expulsion of a member is sanctioned following a fully justified BoD's proposal, and a subsequent decision of the G.A. Expulsion becomes valid upon the approval of the G.A. The decision on expulsion of a member taken by the G.A., is communicated to the expelled member by a registered letter with receipt, according to next paragraph of this article.
16.The BoD is obliged to call the member under expulsion for a hearing before the petition of expulsion is discussed. The expelled member has the right to appeal to the

Athens' Court of First Instance, within 2 months of the receipt of its expulsion decision by the G.A., if he/she believes that the expulsion is against the clauses of the statutes or that there were insufficient reasons for the expulsion. A ban of membership rights is imposed on the expelled member until the final judgement of the Athens’ Court of First Instance. Expelled or withdrawn members have no right to use the Association's property.
17.A reinstatement of an expelled member can be considered three years after the decision or at any time earlier, by a proposal submitted by the BoD and decided by the G.A., provided that the conditions arisen for the expulsion are no longer present.

## CHAPTER C RESOURCES

## ARTICLE 11 <br> RESOURCES

18. The Association's resources are:
a. The regular and supplementary membership fees (registration fees included)
b. Revenue from any property the Association may acquire
c. Revenue from benefactor donations, inheritances or bequests, public or foundation grants and financial assistance, or other revenue from activities that fall within the scope of the Association (i.e. training course attendance fees, conferences, project grants from the EC or other funding bodies, publications, fundraising events etc.).
19. Membership fees: The G.A. decides the level of the membership fees, following a proposal by the BoD. The G.A. may introduce an optional scale of contributions determining a minimum limit. Every amount, paid beyond the determined contribution, is recorded as a charitable contribution. The members' contribution may be determined according to their status.
20. Up to the first G.A of the Association, the registration fees are determined as follows:

- Natural persons are obliged to pay 50 Euros per annum. The payment of the first annual subscription also counts as registration. Students may receive a concession up to $50 \%$. Exempted from the membership fee for one year only are the participants in the Summer Academies of 2002 and 2003. Further exemptions (for natural or legal persons) may be specified in the "Internal Constitution" of the Association.
- Legal persons (organisations) with a staff up to 5 persons are obliged to pay the amount of 500 Euros annually, those with a staff of of $51-200$ persons are obliged to pay the amount of 1000 Euros annually and those with a staff exceeding 200 people are obliged to pay 1500 Euros annually. Similarly to the natural persons, the payment of the first annual subscription also counts as registration.


## ARTICLE 12 <br> PROPERTY

21. All the movable and real estate assets, which include the funds deposited or not to a Bank account, with interests and invested capital on national securities and shares, the furniture, the appliances and the other office equipment and other assets obtained in the context of the Association's aims. The property of the Association can only be put to use serving the aims and objectives specified in the present articles of Association.

## ARTICLE 13 BENEFACTORS

22. Any natural or legal person who donates movable or real estate property of a sizable value is considered a benefactor. The pronouncement and award of benefactor's status is proposed by the BoD and approved by the G.A.

## CHAPTER D ADMINISTRATIVE AND REPRESENTATIVE BODIES

## ARTICLE 14

ADMINISTRATIVE AND REPRESENTATIVE BODIES
23. The Association's administrative and representative bodies are:
a. The members' General Assembly (G.A.),
b. The Board of Directors (BoD),
c. The Auditing Committee (A.C.).

## ARTICLE 15 GENERAL ASSEMBLY

24. The General Assembly (G.A.) is the supreme body of the Association deciding matters in its competent authority and jurisdiction. The G.A. consists of all members of the Association, individual (natural persons) and corporate (legal persons). The G.A. makes decisions on every subject, according to the law and the statutes of Association, such as:

- It elects, supervises and controls the BoD and the Auditing Committee (A.C.) and it decides whether to release or not the members of these committees of their responsibilities.
- It approves or disapproves the financial and activity report and the financial budget of the previous and forthcoming year.
- It modifies the statutes of Association and approves the "Internal Constitution" following the BoD's proposal.
- It decides whether the Association will take part in subsidiary organisations, about its cooperation with or membership to other Associations or organisations, about its liquidation and the managers' appointment.
- It decides on every issue set under its judgment, in accordance to the law, either by the BoD or by the Association's members.

25. A regular G.A. is convened annually at a time and place decided by the BoD. Interim G.As. are convened as deemed de facto essential, to discuss and decide urgent matters concerning the Association.
26. The convening of the General Assembly is decided either by the BoD, or by one fifth (1/5) of the Association's members who sign a written petition, having fulfilled their financial obligations. The petition addressed to the BoD states the subjects for discussion. In such a case, the BoD is obliged to call a meeting of the G.A., within twenty (20) days from the submission of the petition, at the latest. If the petition is ignored or rejected by the BoD, the members can pursue the case with the Athens’ Onemember Court of First Instance which can rule on the procedure to convene the G.A. The relevant ruling arranges the issue of temporary chair for the G.A.

## ARTICLE 16 INVITATION TO THE GENERAL ASSEMBLY

27. The G.A. convenes following the BoD's decision and written notification to all members of the Association which is mailed to the members, at least thirty (30) days before the Assembly, either by post or e-mail or fax. The notification must contain the following information:
a. The place, date and time of the G.A.
b. The agenda to be discussed. In a regular G.A. notification, the activity and financial report, the Auditing Committee's report and the proposed annual budget must be included. Other issues may be discussed, if specified on the agenda.

## ARTICLE 17 QUORUM -DECISIONS - ELECTIONS

28. There are no limitations for a quorum (minimum number of members present that are necessary to legitimise the G.A.'s decisions) when the General Assembly holds discussions on usual matters, such as the coordination of the activities of the Association or day-to-day management issues. However, the G.A. requires the presence of half ( $1 / 2$ ) the current paid up members of the Association for a quorum when amendments to the statutes or liquidation of the Association is discussed. In this case, the decision requires the majority of $3 / 4$ of the members present. Furthermore, in the cases of either introducing changes to the objectives of the Association and/or the expulsion of a member, an unanimous decision of the G.A. is required.
29. Decisions taken in the G.A. require the majority of members present. The G.A.'s decisions, which are in accordance with the law, are binding for the members who disagreed, withdrew from the meeting or those who were absent.
30. Voting is secret, as it concerns to:
a. elections of the Board of Directors, the auditing committee, the elections board and in electing representatives to federations or sectoral organisations.
b. joining a federation or sectoral organisation.
c. vote of confidence for the administration
d. members' personal matters
e. acceptance of the activity and financial report of the BoD and the A.C..

Other voting is held through a roll call or the raising of the hand. The voting by acclamation is not permitted.
31.The President of the Board of Directors presides over the meeting of the G.A..
32. When the G.A. convenes for elections, the chairman of the Board of Directors presides temporarily over the meeting. The first item on the agenda is to elect the Balloting Chairman, the Vice-Chairman, and Secretary by the absolute majority of the members present.
33. Elections for the Board of Directors and the Auditing Committee are held every three years. All the members of the Association have the right to stand for election, provided that they have fulfilled their financial obligations towards the Association. Every candidate may note as many preference crosses as are the number of regular members of the organ which is voted for. From every ballot the persons elected are the ones that have collected most votes of preference. In case of equality in votes, a draw takes place.
34. Corporate members (legal persons) will have varying voting power depending on their size. For the first three years, the following will be at force:

- Organisations with a staff of up to 50 employees will have 2 votes
- Organisations with a staff between 50 and 200 employees will have 3 votes
- Organisations with a staff exceeding 200 employees will have 4 votes

The above quotas may be revised by decision of the General Assembly after the year 2006, which will elect a new BoD.
35. A member can participate, and is considered present, in the GA through a proxy member, which he appoints in letter as representative. In this case the proxy-member, beyond his own voting right, also holds the voting right of the member that appointed him. Voting through e-mail will be allowed, following the issuing of special rules to the members to this effect, proposed by the BoD and decided upon by the first or second G.A.. The accepted registration period will be agreed upon and included in the "Internal Constitution".

## ARTICLE 18

## GENERAL ASSEMBLY'S INTERRUPTION AND REPETITION

36. If there is not enough time to discuss and make decisions on the items on the agenda in the appointed date of the General Assembly, the discussion is interrupted and continued within the following two days, in a place determined by the G.A. This meeting is considered as the continuation of the previous one.

## ARTICLE 19 BOARD OF DIRECTORS

37. The BoD directs the Association according to the laws, the statutes of Association and the G.A.'s decisions, takes the appropriate measures in order to achieve the Association's aims, administers the Association's property and in general, directs its businesses, except from those belonging to the G.A.'s competencies. In particular:
a. It decides on every subject introduced by its members concerning the Association.
b. It assembles the G.A., establishes its agenda, introduces the subject to be discussed and executes the G.A.'s decisions.
c. It composes the budget of the following year and also the activity and financial reports of the previous year and submits them to the regular G.A. for approval.
d. It proposes to the G.A. the registration of new members; it proposes their expulsion so as to be approved by the G.A., it composes and keeps the members' registers.
e. It decides over the Association's organisation.
f. It employs and dismisses the salaried personnel and also the legal or other consultants, it decides over all the expenses, according to the budget.
g. It has the right to decide the foundation of a subsidiary organisation, whose legal form will be decided by a separate decision of the BoD, according to the principles of efficiency. Following a BoD's decision, the Association may enter into agreements and collaborations with other related organisations or legal persons; it may also establish "branches" and offices in any country belonging to the European Union.
h. It acts on behalf of the Association on judicial and out of court matters.
38.The Board of Directors (BoD) consists of up to eight (8) members, five of which are voting members (Regular) and up to three are non-voting members (Deputy). They are elected by the General Assembly. The BoD consists of the President, the VicePresident, the Secretary General, the Treasurer, one (1) Regular Member and up to three
(3) Deputy Members. The Deputy Members will be entitled to attend the Board's meetings and will be called upon to replace a resigning Regular Member, if the case would arise. BoD members (Regular and Deputy) will be eligible to receive:
a) travel expenses to attend board meetings, and
b) remuneration for time spent in Association's business,
provided that the BoD has approved so.
39.The BoD's tenure of office is three years. It begins with its formation into a body and it ends with the formation into a body of the following BoD. The first BoD's tenure of office begins with the Association's registration in the relevant books of Associations, kept by the competent Court's department, and it ends after the lapse of three years.
38. All the BoD members can be re-elected. However, the office of President cannot be retained by the same person for more that two consecutive tenures (i.e for more than six years uninterrupted).
39. A BoD's member who, without due notification and good reason for not attending, has not attended at least three (3) consecutive regular meetings of the BoD over a time period not less than three months, may be considered by the BoD to have resigned of his duties and he/she may be replaced by any Deputy Member, following a decision by the

BoD. A hearing of the member who is considered as having resigned is held before the BoD's decision. The BoD's members have the right to resign office at any time, but only after a written announcement of their resignation addressed to the BoD's President. If the President of the BoD resigns the Vice President takes his/her place. A resigning regular member shall be replaced by a Deputy Member, following a decision by the BoD.
The first BoD which takes office immediately after the official registration of the Association will consist of the following members (in alphabetical order):

## Regular Members

1. Brangenlfeldt, Ulf
2. Kaleta, Andrzej
3. Kukorelli, Iren
4. Niemela, Juha
5. Papageorgiou, Fouli

## Deputy Members

1. Abeledo Raul
2. Skerratt Sarah

The tenure of the first BoD will be three years. In its first meeting the BoD will internally appoint by unanimous decision the: President, Vice-President, Secretary General and Treasurer. After the lapse of the initial three years the G.A. may decide to increase the number of Regular and Deputy Members in the BoD.

## ARTICLE 20 <br> MEETINGS OF THE BOARD OF DIRECTORS

42. The BoD is by obligation assembled once every four months for its regular meeting and whenever it is necessary for an interim extraordinary meeting, following invitation from the President and Secretary General, or the written application of the full members' majority addressed to the President. This application contains the subjects suggested to be discussed and is followed by the written invitation from the President and Secretary General. The time of the assembly and the subjects of the agenda are specified on the BoD's invitation.
43. The Board's meeting has a quorum if at least three (3) Regular Members are present. Decisions are taken with the absolute majority of the present members. In case of equality of votes the President's vote predominates. A BoD's member can participate in the GA through a proxy BoD's member, which he appoints in letter as representative. In this case the proxy-member, beyond his own voting right, also holds the voting right of the BoD's member that appointed him. Clause 41 (article 19) that provides the potential replacement of a BoD's member for non im personam appearance remains into force even in this case. In the beginning of every BoD's meeting, the previous meeting's minutes are read, confirmed and signed. It is possible for members of the Association to attend the BoD's meetings in special occasions and following the permission of the President.
44. The Chairman of the Auditing Committee may be invited to the BoD's meetings, where he/she can exercise his/her right of speech, but not the right of voting.

# ARTICLE 21 <br> RESPONSIBILITIES OF PRESIDENT, VICE-PRESIDENT, GENERAL SECRETARY AND FINANCIAL MANAGER 

45. The President: a) represents the Association before third parties or State Authorities and committees, in all relations with any natural or legal entity, apart from the case that the BoD or the GA otherwise decides, b) invites the BoD's ordinary or extraordinary meetings, presides the BoD's meetings and signs, together with the Secretary General the minutes of the BoD. c) provides for the execution of the decisions of thw BoD and the GA, d) concludes and signs contract agreements, executing decisions of the BoD, e) curries out, together with the Secretary General, the mail, f) opens and handles, together with the Treasurer or each one separately bank accounts of the Association, following a decision by the BoD, g) makes, together with the Treasurer, payments and collections of any type and co-signs with the Treasurer invoices, receipts and any other documents that fall within the responsibility of the Treasurer if the BoD thus decides, g) attends and audits the books and economics of the Association.
If the President is absent or has an impediment, he/she is replaced by the Vice-President and the latter is replaced by the Secretary General. The BoD may make a decision, which can anytime be cancelled, allocating the Vice-President duties of representation before several authorities and committees, for a certain period. The Vice-President bear the responsibility of assistance to the President.
46. The Secretary General leads the offices and the Association's personnel; takes care of the execution of the BoD's decisions; keeps the Association's records and seal, composes the BoD's minutes, inserts them to the book of minutes and assures for their signing by the members; subscribes with the President or alone all the outgoing documents, collaborates with him/her as it concerns the normal and on time execution of his duties. In collaboration with the office's personnel he/she takes care of the composition of the mailing and the keeping of the obligatory books of the Association. At the same time, he/she takes care of the keeping of registers by the personnel and the keeping of the auxiliary books, such as the ingoing and outgoing mailing protocol, the members' catalogue etc, with the assistance of the Association's staff, activities that facilitate the efficient running of the Association. In case of his/her absence or impediment, he/she is replaced by the Vice-President.
47. The Treasurer is responsible for the financial management of the Association's property and is obliged to preserve it, being responsible for every diminution due to his/her action or omission. He/she takes care of the collection of the members' subscription fees, with the assistance of the Association's staff, edits duplicate tickets and vouchers signed by the President, subscribes the writs of payment, trade acceptances and promissory notes as an editor, a receiver and an endorser on the Association's behalf. He/she takes care of the special assessments' acceptance and also of the Association's obligation towards third parties, following the President's instructions; deposits to the Bank amounts exceeding 150 Euros, keeps the funds register and its folders with the receipts and expenses’ vouchers and also any auxiliary book, where he/she records any information concerning the financial management of the Association. He/she proceeds to payments, following always the President's or

Secretary General's instructions. He proposes to the BoD the appointment of a competent employee for the payments and money collection and the latter makes the decision. Following the President's, BoD's or auditing committee's invitation, he extraordinarily submits a report of the Association's property condition. He/she composes the annual budget and balance-sheet and submits them to the Board, along with the previous year's financial report. In case of absence or impediment, he/she is replaced by the Vice-President.

## ARTICLE 22 AUDITING COMMITTEE (A.C.)

48. Along with the BoD's election, a three-member Auditing Committee, with two nonvoting deputy members, is being elected. The latter controls or supervises the Board's financial management. The A.C., whenever it considers it necessary, oversees the actions of the BoD and the Treasurer, as to whether they correspond to the law, the articles of Association and the G.A.'s decisions. It has the right to examine the documents, related to its item and the Associations' books whenever it desires so and to ask for the fund's register in order to supervise it. It composes a report concerning the BoD's management and it submits it to the annual regular G.A. In case of disagreement amongst the A.C.'s members concerning the supervision, the person who disagrees signs the supervising report, writing down a note of disagreement and he composes obligatorily and submits a special report to the G.A., fully-justified and signed only by himself/herself.
49.At least eight (8) days before the G.A., the A.C. has the obligation to present its report to the BoD.
50.It is not permitted to a BoD's member to be at the same time an auditing committee's member.
51.The regulations for the election of BoD's members are valid for the A.C.'s members. During its first meeting after its election, the A.C. elects a Chairman, who assembles, directs and governs its business. The minutes are kept into the relevant Book.

## ARTICLE 23 INTERNAL CONSTITUTION

52. The BoD composes the "Internal Constitution" which rules in detail the Association's internal function, states the regulations of operation and is valid only after approval by the G.A.

## ARTICLE 24

## DISSOLUTION - LIQUIDATION

53. The Association is liquidated:
a. When the members' number is diminished below ten (10).
b. Following a court decision, as provided by the law.
c. Following the General Assembly's decision, assembled especially for this purpose, during which it is required an increased quorum and majority, according to the law and the present articles of Association. After the dissolution, the Association is placed in liquidation, held by the BoD, which submits a report to the meeting when the work is done. The Association's property is disposed according to the G.A.'s judgment, but by no means is it allocated amongst their members.

## ARTICLE 25

SEAL - IDENTITY - LANGUAGE
54. The Association has its own seal, where it is written its name and year of establishment; it also carries the logo the BoD has decided.
55.The Association can provide its members with a special identity card.
56. The working language of the Association is English.

## ARTICLE 26

57. Whatever is by the present articles not provided, is regulated by the law, as it stands for, the Civil Code and its Introductory Law, along with the regulations of good faith, the transactional morals and mores; as far it concerns the interpretation of the present, in case of incertitude or obscurity, it depends on the Association's Board of Directors.

## ARTICLE 27

58. The present statutes of Association consists of 27 articles, it is approved unanimously by the Association's General Assembly, which took place for this purpose today and has authorised the Board of Directors to proceed into all the necessary acts in order for this constitutive act to be legally recognised by the Greek competent Authorities and Courts.
