

Statutes

European Chapter of the
Society for Ecological
Restoration (SER) International



TITLE I. NAME, SEAT AND DURATION

Name

The international non-governmental organization will be entitled as 'European Chapter of the Society for Ecological Restoration (SER) International' later on called 'SER Europe' or 'the organization'.

Seat

The organization is based in Belgium, in the judicial district of Brussels, at the Research Institute for Nature and Forest, Kliniekstraat 25, 1070 Brussels. The seat of the organization can be relocated to any other place by decision of the General Leading Assembly (hereafter called: SER Europe Board (see title IV).

Duration

The duration of the organization is infinite as soon as it is not dissolved by the SER Europe Board.

TITLE II. OBJECTIVES OF SER EUROPE

The mission of SER Europe is:

- i. to promote ecological restoration as a means of sustaining the diversity of life on Earth and reestablishing an ecologically healthy relationship between nature and culture;
- ii. to adopt and promote the objectives of SER International in Europe;
- iii. to encourage the development of ecological restoration, as a scientific and technical discipline and as a research topic, as a strategy for environmental management and conservation, and as a means of developing a mutually beneficial relationship between human beings and the rest of nature;

To achieve its mission SER Europe in particular intend:

- iv. to disseminate information, to provide expert advice, to execute research, to promote and organize

meetings and educational programs, and to participate by itself and in collaboration with other institutions in activities aimed to accomplish these purposes.

In addition, SER Europe can execute all activities which directly or indirectly contribute to the realisation of the before mentioned objectives, including commercial and remunerative activities.

TITLE III. MEMBERSHIP

Eligibility and subscription

Any person, group or organization is eligible for membership in SER Europe. Members from Europe and from any other part of the world are welcome in the European Chapter of SER International.

Membership fees are determined by the SER Europe Board but will not exceed €10,000.

The following types of membership are possible:

Effective Membership:

i. Board Members:

- a. Founding members: the founders of SER Europe are member of the Board until resignation or fail for re-election by the General Membership of SER Europe according to title IV.
- b. Regular or associate members volunteering and elected as board member of SER Europe according to title IV.

Affiliated membership:

- i. Regular Members:* any natural person, approved by the Executive Committee, paying a membership fee
- ii. Associate Members:* any group or organization, approved by the

- Executive Committee, paying a membership fee
- iii. *Honorary Members:* any member, recommended by the Executive Committee, who accepts to be recognized as Honorary Member of SER Europe.

The Effective and Affiliated Members altogether form the General Membership of SER Europe (hereafter called General Membership).

Voting

The General Membership elects the SER Europe Board from its members. Additionally, the General Membership can be invited to vote for any proposal submitted by the SER Europe Board or the Executive Committee. Invitations for voting and/or membership meetings will be sent at least 30 days in advance.

Each Member shall be entitled to one vote upon each matter submitted to a vote at the meeting of the General Membership. Members may vote in person; by proxy; or by regular mail, e-mail or fax which must be received by the Executive Committee before the meeting. Meetings can be organized electronically as well.

Termination of Membership

Membership shall be terminated:

- i. on written notice by the member to the Executive Committee;
- ii. on failure to pay the subscription within 60 days of the due date for payment;
- iii. if the member is expelled by resolution of the SER Europe Board with 3/4 of votes, in case that the member has seriously damaged the interest or purposes of the organization. The member in question receives the possibility to be heard in advance by the Board.

Membership Regions

The members of SER Europe may form *Subchapters* in agreement with the Board.

TITLE IV. SER EUROPE BOARD

Duties

The Board Members form the General Leading Assembly of SER Europe and represent the General Membership of SER Europe.

The Board has the authority to:

- Approve budgets and annual accounts
- Appoint or dismiss Officers of the Executive Committee
- Provide acquittance to Officers of the Executive Committee
- Change the statutes
- Voluntary dissolve the organisation, on condition of approval by a simple majority of votes of the General Membership
- Exclude a member of SER Europe
- Approve vacancies for new Board members and/or functions and responsibilities within the Board or the Executive Committee
- Judge any proposal or document submitted to the Board by the Executive Committee
- Establish thematic SER Europe working groups or expert teams
- Establish certification schemes or prizes
- Approve educational programs, conferences or other events organized on behalf of SER Europe
- Establish regional subchapters within Europe
- Approve the location and terms for office space
- Submit any proposal or document to the Executive Committee or the General Membership for information, discussion or approval.

Nomination and eligibility

Regular or Associate Members can apply for Board Membership to the Executive Committee. The members of the Board can nominate new members in agreement with

the nominee, or can self nominate. New Board Members are invited and approved after proper introduction on decision of the General Membership by a majority of 3/4 of votes. The voting procedure is organized by the Board.

Composition

The number of board members is minimum 5 and will be further determined by the Executive Committee who will actively stimulate a balanced representation from different regions in Europe and relevant background or expertise. Candidates for regional representative must reside in that region or, otherwise, must submit prove they are familiar with the restoration community in that region.

Term

There is no restriction to the period of Board Membership, but after a term of 4 years re-election by the General Membership is necessary. The Executive Committee will stimulate the regular renewal of the Board if new competent candidates are available. The term of Board Membership is ended by termination of membership as stated under Title III or by absence or lack of response to Board meetings or calls during a consecutive period of 2 years.

Meetings

Regular Meeting. Regular Board meetings, physical or electronic, are held at least once per year at such a time and place as the Executive Committee may determine. The time and place for any meeting announced by the Executive Committee may, if necessary, be changed by the Executive Committee.

Extraordinary Meetings. The Executive Committee can decide to organize an Extraordinary Meeting, whenever justified by particular circumstances.

Notice of Meeting

Written notice stating the place, day and hour of the meeting, and the purpose or

purposes for which the meeting is called, shall be delivered not less than thirty days before the meeting, either personally or by written mail or electronic mail, to each Board Member in good standing at the address recorded on the membership roll.

Voting

Each Board Member shall be entitled to one vote upon each matter submitted to a vote at the meeting of the SER Europe Board. Members may vote in person; by proxy; or by regular mail, e-mail or fax which must be received by the Executive Committee before the meeting. Regular, Associated and Honorary Members may participate in meetings of the Board but have no right of vote, unless they are appointed by proxy.

Except in such cases as specifically stated in the law or the statutes, decisions are taken by simple majority of votes of the present or represented members with voting right. In case of a tie vote the Chair of SER Europe has the casting vote.

In case of voluntary dissolution of the organisation or alteration of the statutes a quorum of 2/3 of the present or represented members with voting right is required. The decision will be taken by a majority of $\frac{3}{4}$ of the votes. If the quorum of 2/3 is not met, a second meeting will be called at least 14 days and at most 30 days after the first meeting. During the second meeting, irrespective of the number of members with voting right present, the meeting can decide legitimately with a majority of $\frac{3}{4}$ of the votes given. A decision for dissolution of the organisation additionally needs to be approved by the General Membership by a simple majority of votes.

Proxies

At all SER Europe Board meetings, a Board Member may vote by proxy appointed in writing by the member. No proxy shall be valid unless it specifies the dates for which it is to be in effect. The Executive Committee shall have the power and authority to make

rules establishing presumptions as to the validity and sufficiency of proxies.

TITLE V: SER EUROPE EXECUTIVE COMMITTEE

Duties

The Executive Committee shall manage the business and affairs of SER Europe and is responsible for developing policy, conceptual and strategic planning, operations, funding and relations with other organizations, and disposes of the full powers, with exception of those explicitly reserved by the law or the statutes to the SER Europe Board or the General Membership. The Executive Committee will actively allow and stimulate the proper functioning of the SER Europe Board.

Composition

The Executive Committee shall consist of at least a Chair, a Secretary and a Treasurer. Expansion is possible with additional Officers, such as a Vice-Chair, a SER Europe Regional Representative to SER International or any other function if approved by the SER Europe Board. The number of Officers must in any case be lower than the number of members of the SER Europe Board.

Meetings

The Executive Committee shall meet at least once per calendar year, physically or electronically. Any Board, Regular, Associate or Honorary Member may attend meetings of the Executive Committee after invitation of the Chair.

Voting

For the purposes of managing the organization, each member of the Executive Committee in good standing shall have only one vote. Votes may be taken in writing, e-mail or fax as described below. The Executive Committee takes decisions by simple majority of votes. In case of equality of votes the vote of the Chair is decisive.

Nomination and Eligibility

The SER Europe Board shall nominate and appoint the Executive Committee from its own membership. Any member of the Board may declare candidacy for office, or nominate another member for candidacy. The Executive Committee should open the call for nomination at least 30 days before the election. Names of candidates shall be submitted and motivated in writing or via e-mail or fax to the Chair. No nomination shall be accepted without the prior consent of the nominee. The SER Europe Board shall verify eligibility of candidates after evaluation of their qualifications and motivation. All eligible candidates for an office shall be included on the ballot.

Confirmation

The candidate receiving the largest number of votes shall be elected. In case of a tie vote, the winner shall be selected by second round for votes of the Board members present.

Term of Office

Members of the Executive Committee are elected for a term of four years and can be re-elected for up to two consecutive terms. A special motion shall be presented to the SER Europe Board for the nomination and election of past members of the Executive Committee, in case no new candidates are available. The terms of the elected officials shall be staggered to the extent possible.

The term of office also ends by:

- i. written resignation to the other members of the Executive Committee;
- ii. termination of membership as stated under Title III;
- iii. lack of response to Executive Committee meetings or calls during a consecutive period of 6 months;
- iv. a no-confidence motion and affirmative vote of 3/4 of the SER Europe Board Members in good standing.

Members of the Executive Committee shall hold office for the term to which elected and until the terms of their duly elected successors begin, or until their death, resignation or removal.

Fees

The tenure of office is unpaid for, except for proven travel and representation costs or other advanced costs for the benefit of the organization.

Vacancies

All vacancies need to be approved by the SER Europe Board. Vacancy caused by the resignation, removal, disqualification or death of a Executive Committee member may be filled by the Executive Committee or a member of the SER Europe Board until the next regular election.

Notice by Electronic Mail

In order to facilitate communication and increase efficacy, SER Europe will utilize electronic means to disseminate information to its members and for communication amongst the Board and Executive Committee. The Board and Executive Committee may use electronic mail to cast a vote on any resolution or other pertinent business that necessitates board approval. In case that the member has no e-mail address mail will be sent to the member's address as shown on the membership roll.

TITLE VI. APPOINTMENTS

The Executive Committee may appoint a Director for the daily management of the organization and appoint secretariat staff and/or employees or agents. The Executive Committee will define the terms and conditions of the duties involved.

TITLE VII. ORGANISATION REPRESENTATION

Representation

The Executive Committee may authorize any Officer(s), Board Member(s), employee(s) or agent(s), to represent SER Europe and enter into any contract or execute or deliver any instrument in the name of and on behalf of SER Europe. Such authorizations may be general or confined to a specific instance. In the absence of said designation, all authorizations shall be executed in the name of SER Europe by 3 members of the Executive Committee as signing officers. Signatures can be appended authentically in hand writing, electronically or by proxy.

In the absence of the appointment of a Director, the representation of SER Europe for day to day administration is trusted to the Chair.

TITLE VIII. REVENUES

Fiscal Year

The Fiscal year of SER Europe shall be the calendar year.

Deposits

All funds of SER Europe shall be deposited upon receipt to the credit of the Chapter in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Executive Committee.

Gifts and Donations

The Executive Committee shall be authorized to accept and receive contributions and donations from any and all sources. Acceptance of any grant or gift restricted or unrestricted does not imply endorsement by SER Europe of the source, its services, products or policies, nor does it imply any past, present or future benefit to be granted by SER Europe. Acceptance of any contract does not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract. It will be the general policy of SER Europe to

accept unrestricted contributions and restricted grants from any source. However, SER Europe retains the right to refuse any gift or grant if the Executive Committee judges the reputation or perceived image of the grantor, or the conditions of the grant are inconsistent with SER Europe's mission, goals and priorities.

Loans

No loans shall be contracted on behalf of SER Europe and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Executive Committee. Such authorization may be general or confined to specific instances.

TITLE IX. AMENDMENTS

These statutes, including its appendices, may be altered, amended or repealed and new Statutes may be adopted by the affirmative vote of a majority of members of the SER Europe Board present and entitled to vote, as specified under title IV.

TITLE X. DISSOLUTION

The organization may be dissolved on decision of the SER Europe Board by a 3/4 majority of votes and has to be approved by the General Membership by a majority of votes, as specified under title IV.