

# **DANUBEPARKS – Danube River Network of Protected Areas**

## **Statutes of the Association DANUBEPARKS**

### **Article 1 – Name, Location, and Language**

1.1 The full name of the not-for-profit Association is: DANUBEPARKS –Danube River Network of Protected Areas –Das Netzwerk der Donauschutzgebiete. The abbreviation of the name of the Association is: DANUBEPARKS.

1.2 The working language of DANUBEPARKS shall be English.

1.3 DANUBEPARKS is registered in Austria as a voluntary and not-for-profit association, and inscribed in the Register of Associations of the Austrian Ministry for Inner Affairs (Bundesministerium für Inneres).

1.4 DANUBEPARKS shall have its seat in Orth/Donau (Austria); its activities cover all Danube countries , as well as all of Europe.

### **Article 2 – Mission and Goals**

The mission of association DANUBEPARKS, which is working not for profit, is to preserve, develop and restore the Danube River, its adjacent floodplains and main tributaries as an integrating ecosystem and inspiring lifeline for the new European macro-region and its inhabitants. DANUBEPARKS works to

- ensure the integrity of the ecosystem
- develop the Danube River as a bio-corridor
- support sustainable management of natural resources
- improve the protected area management practices
- raise awareness among the general public and decision-makers about the protection of the Danube River.

### **Article 3 – Activities with which to achieve the mission and goals**

The activities with which DANUBEPARKS pursues its goals include, but are not limited to the following:

- Providing networking opportunities for experience exchange among Protected Area managers
- Elaboration of joint strategic documents, action plans and position papers
- Elaboration of diverse publications

- Coordination of joint Danube-wide actions by all member organizations, e.g.
  - o Monitoring
  - o Scientific research
  - o Restoration of habitats
  - o Protection actions for species and habitats
  - o Awareness raising and education activities
  - o Regional development and touristic activities
- Foster the implementation of concrete demonstrative or innovative pilot projects
- Elaboration of joint projects by the association and its members
- Awareness-raising actions towards the general public
- Awareness-raising and improving cooperation with other sector stakeholders along the river (for example, but not limited to, waterway management, forestry, and tourism)
- Promoting the DANUBEPARKS positions on policy level, from local to European and international scale
- Capacity-development actions for Protected Area managers and their close local cooperation partners

## Article 4 – Finances and other Resources

The financing sources with which DANUBEPARKS raises the funds to pursue its goals include, but are not limited to the following:

- Membership fees
- Local, regional or national public funds
- European funds
- Sponsoring contracts
- Donations
- Project financing from foundations
- Own income e.g. raised on public events, consulting services, and similar

## Article 5 – Members

5.1 There shall be three categories of membership: Full members, Supporting members, and Observers.

5.2 All full members and observers must be legal entities under public or private law (public authorities, public companies, ministries, regional and local authorities, companies, associations, umbrella organizations, etc.). Supporting members can either be legal entities or natural persons. All members, regardless of the membership category, shall appoint a main contact person (not necessarily the legal representative) who will represent them within the DANUBEPARKS Network, and be the first point of contact for DANUBEPARKS' executive and steering bodies.

### **Application and admission for membership**

5.3 All members, regardless of the membership category, must submit a written application for membership to the Secretariat or the Management Board of DANUBEPARKS. Membership commences after admission of the new member upon receipt of the Membership fee or Service charge by DANUBEPARKS.

5.4 All members, regardless of the membership category, must be admitted by the General Assembly. DANUBEPARKS may at its discretion reserve the reasons for refusing an application. The admission, which is decided upon by simple majority vote, can be done either at the annual meeting of the General Assembly, or via email. In case of email admission, the following rule shall apply: The membership application shall be attached to the email sent out by management board or secretariat. The email must be sent to all contact people and to all legal representatives of all full members. All full members have the right to vote for or against the admission of the new member within 14 days. No minimum turnout is needed.

### **Termination of membership**

5.5 Membership can be terminated by resignation, expulsion, or loss of legal status of a legal entity. In case of resignation by the member, which must be done in written form to the Secretariat or Management Board, the termination can take effect immediately if wished, but membership fees cannot be repaid for the remaining amount of the year. Expulsion of a member is possible if, despite three written reminders and passing the first deadline by more than 90 days, the membership fee or service charge is not paid. The decision for expulsion needs to be taken by the General Assembly and can be done via email voting.

### **Full members**

5.6 Full members are legal entities that are responsible for the management of one, large parts of one, or several, Protected Area(s) along the Danube River or one of its main tributaries. They support the goals of the DANUBEPARKS Network, commit themselves to participate in joint activities, and pay membership fees. Full members need to have passed at least one year as an Observer to DANUBEPARKS before having the right to apply for Full membership (at the exception of the founding members of DANUBEPARKS).

5.7 Full members have the right to participate, speak, and vote in the General Assembly; the right to participate in all Working Groups; the right to elect and to stand for election of the Management Board; the right to receive the annual report and information regarding DANUBEPARKS; the right to be promoted in all communication materials of DANUBEPARKS; and the right to participate in activities of DANUBEPARKS.

5.8 Full members have the obligation to support DANUBEPARKS in fulfilling the jointly defined goals and activities; the obligation to adhere to the Statutes of DANUBEPARKS; the obligation to name their legal representative and their contact person at the time of applying for membership; the obligation to inform the Secretariat or Management Board in case a change occurs in terms of legal status, legal representative, contact person, or contact details; and the obligation to pay the annual membership fee as determined by the General Assembly.

### **Supporting members**

5.9 Supporting members are legal entities or natural persons that do not manage Protected Areas along the Danube River or its tributaries, but that have a professional interest in DANUBEPARKS' work, support DANUBEPARKS' goals, and commit to support DANUBEPARKS' activities in financial as well as nonmaterial terms.

5.10 Supporting members have the right to participate and speak at the General Assembly; the right to receive annual report and information regarding DANUBEPARKS; and the right to be promoted with their logo on the website and at one public event per year. They do not have the right to vote, the right to elect and stand for elections, or the right to participate in every working group.

5.11 Supporting members have the obligation to adhere to the Statutes of DANUBEPARKS; the obligation to name their legal representative and their contact person at the time of applying for membership; the obligation to inform the Secretariat or Management Board in case a change occurs in terms of legal status, legal representative, contact person, or contact details; and the obligation to pay the annual supporting membership fee as determined within their supporting membership application.

### **Observers**

5.12 Observers are legal entities with a professional interest in DANUBEPARKS' work, that support DANUBEPARKS' goals, that commit to support DANUBEPARKS' activities with their professional expertise, and that are the first point of contact for the DANUBEPARKS Network for professional cooperation.

5.13 Observers have the right to participate and speak at the General Assembly; the right to receive annual report and information regarding DANUBEPARKS; the right to be listed at the website; and the right to participate in Working Groups upon invitation by the Full members. They do not have the right to vote, the right to elect and stand for elections, or the right to participate in every working group.

5.14 Observers have the obligation to adhere to the Statutes of DANUBEPARKS; the obligation to name their legal representative and their contact person at the time of applying for membership; the obligation to inform the Secretariat or Management Board in case a change occurs in terms of legal status, legal representative, contact person, or contact details; and the obligation to pay the annual service charge as determined by the General Assembly.

## **Article 6 – Governing Bodies of the Association**

6.1 DANUBEPARKS has the following governing bodies: General Assembly; Management Board; Audit Commission.

### **General Assembly**

6.2 The General Assembly is the main decision-making body of the DANUBEPARKS Network. It takes all strategic decisions, such as: Changes to the statutes, dissolving of the association, adopting the yearly activity plan and yearly budget for the upcoming year, approving of the report and balance of the past year, activities or projects outside the scope of the statutes, awarding membership status

in all three categories, election of the Management Board, approving the actions of the Management Board, electing and approving the Audit Commission.

6.3 The General Assembly consists of all Full Members of DANUBEPARKS. Each Full member has one vote. Supporting Members and Observers have the right to participate and speak at the General Assembly, but no right to vote. The legal representatives shall represent their institution at the General Assembly. If they cannot participate, they should inform in writing at the time of registration who will represent the member and confirm this representative's right to represent and vote in the name of the member.

6.4 An ordinary session of the General Assembly is held once per year. The Board of Directors is responsible to organize the General Assembly together with the Secretariat. Invitations announcing date and place need to be sent to all members eight weeks prior to the General Assembly; the agenda and drafts of the proposed decisions need to be sent to all members four weeks prior to the General Assembly; full members may propose amendments to the proposed agenda up to one week before the General Assembly.

6.5 An extraordinary session of the General Assembly may be convened if a request, including an Agenda and drafts of the proposed decisions, is submitted in writing to the Management Board at least six weeks prior to the proposed date of the extraordinary session and is supported by at least 10% of the Full Members. An extraordinary session of the General Assembly may also be convened by the Management Board at their initiative. The invitation, including date, place, agenda and drafts of the proposed decisions, need to be sent out to all members at least four weeks prior to the extraordinary session.

6.6 The General Assembly is chaired by the President of DANUBEPARKS. In case the President cannot participate at the General Assembly, the Vice-President shall take his/her role. In case the Vice-President cannot participate either, the Management Board shall appoint one of its members to chair the General Assembly.

6.7 The General Assembly has a quorum when more than half of the Full members are present or have delegated a proxy vote. Full Members that are not able to participate in the General Assembly have the right to delegate their vote to another Full member. This proxy vote must be given in writing and handed to the President before the opening of the General Assembly. Each full member can hold a proxy vote for maximum one other full member.

6.8 The General Assembly strives for consensus decisions. In case a consensus cannot be reached, decisions are taken with majority (more than 50% of all members present and voting). Changes to the statutes or a decision to dissolve the association require a majority of two-thirds of all members present and voting. Urgent decisions, such as e.g. the admission or expulsion of members of different membership categories, can also be done via email. In this case, the majority of all votes cast within 14 days counts; no minimum turnout is needed.

### **Management Board**

6.9 The Management Board is the elected body steering the operational work of the organisation, taking strategic decisions on behalf of all members, and reviewing the work of the Secretariat. The Management Board prepares all documents for the General Assembly (together with the Secretariat), adopts any documents foreseen by the Annual Working Plan, decides on project

participation of DANUBEPARKS, hires the Secretary General and reviews his/her work, supports the Secretariat in its day-to-day work and in fundraising issues, and represents the DANUBEPARKS Network – together with the Secretary General and other Secretariat staff – towards external stakeholders. Upon request the Management Board shall hand over the statutes to each member.

6.10 The Management Board consists of the President, two Vice-Presidents, the Treasurer, and the Secretary. The distribution of functions within the Management Board is defined during the constituent Board Meeting. The Secretary General of DANUBEPARKS (see article 7) is a member of the Board in an advisory capacity, but has no right to vote. Documents issued by the association in writing shall, in order to be legally effective, be signed by the president and the secretary, in financial matters (dispositions affecting assets) shall be signed by the president and the cashier. Transactions entered into among management board members and the association are subject to consent of another member of the management board.

6.11 The Management Board is elected by the General Assembly for a term of 3 years. The election is performed by secret ballot. Should a member of the Board resign during the office term, the Management Board is entitled to appoint a new member of the Board from the rank of the Full member. The General Assembly needs to approve this appointment via an email vote.

6.12 The representatives (staff and elected representatives) of all Full members have the right to stand for elections. No member organisation shall appoint more than two people to stand for elections. All candidates for the Management Board need to submit their candidacy to the Secretariat until latest one week before the General Assembly.

6.13 Care shall be taken to ensure geographical balance, gender balance, balance in functions, and balance in fields of expertise. To ensure geographical balance, the board needs to comprise of minimum one member from each Danube section: Upper Danube (Germany, Austria, Slovakia), Middle Danube (Hungary, Croatia, Serbia), and Lower Danube (Bulgaria, Romania, Moldova, Ukraine).

6.14 The Management Board meets at least twice a year. The meeting dates shall be fixed in an annual planning for the whole year in advance. The Board Meetings are prepared and assisted by the Secretary General, and moderated by the President. Extraordinary Board Meetings can be held at any time, by decision of the Board.

6.15 The Board has a quorum when at least half of the members are present. Decisions of the Management Board are taken by simple majority.

### **Audit Commission**

6.16 The Audit Commission is responsible to monitor compliance with DANUBEPARKS' Statutes and the implementation of decisions, to audit the books of account and the cash on hand for consistency with the amounts budgeted and for calculation errors and to report to the General Assembly on their findings.

6.17 The Audit Commission has the right to gain insight into the books of account at any time. It is the obligation of the Audit Commission to perform one audit each year between February and April, and to monitor compliance for the past year on this occasion.

6.18 The Audit Commission consists of two people, coming from two different full member organisations and two different countries. It is elected by the General Assembly, by secret ballot, for an office term of two years.

### **Arbitration**

6.19 The association's in-house arbitral tribunal shall be in charge of settling any disputes arising under the association's relationship. It is an "arbitration body" in terms of the Associations Act 2002 and not an arbitral tribunal pursuant to §§ 577 et seq. Code of Civil Procedure.

6.20 The arbitral tribunal is composed of three regular members of the association. In order to form it, one party to the dispute nominates to the management board one member to be arbitrator. Upon request by the management board issued within seven days, the other party to the dispute shall within 14 days nominate in its turn a member of the arbitration tribunal. Upon notification by the management board within seven days, the arbiters nominated shall elect within another 14 days a third regular member to be the chairperson of the arbitral tribunal. In case of a tie in the vote, the decision on the candidate to be chosen shall be made by drawing lots. The members of the arbitral tribunal must not be a member of any body of the association – with the exception of the general assembly – of which the activities include the subject matter of the dispute.

6.21 After hearing both parties in the presence of all of its members, the arbitral tribunal shall decide with a simple majority of the votes. It shall decide to the best of its knowledge and belief. Its decisions are final in the internal relationship of the association.

## **Article 7 – Executive Bodies of the Association**

7.1 DANUBEPARKS shall have the following executive bodies: Secretary General, Permanent Secretariat, and Working Groups. The Secretary General can, depending on the financial situation, be a paid or an unpaid position. The General Assembly can decide to establish a Permanent Secretariat (paid staff of the association) at the discretion of available funds, and shall define the terms of reference for the staff.

### **Permanent Secretariat and Secretary General**

7.2 The position of Secretary General exists continuously, but can be either a paid position (staff of the association) or an unpaid position (selected from the staff of the member organizations, with the consent of the relevant Director).

7.3 The Permanent Secretariat and its staff is led and hired by the Secretary General. The Secretary General (if staff of the association) is hired and led by the Management Board.

7.4 The Secretariat is responsible for the day-to-day management of the DANUBEPARKS Network, including financial management, Network communication, project submission and management, joint communication actions, representation of the Network towards external stakeholders, etc. It is supported in its actions by the Management Board if the need is there.

## **Working Groups**

7.5 The Management Board and/or the Secretary General can decide to establish a Working Group, consisting of several Full members, and if wished also Supporting members and Observers. Each Working Group shall be established for a defined purpose and time period, and be coordinated by either a Board member or a staff member of the Secretariat.

7.6 The Working Group shall consist of the renowned experts within the Network on the required field of work. All full members shall have the chance to participate in each working group if interested.

## **Article 8 – Termination of the Association**

8.1 The voluntary termination of the association can be decided only in a General Assembly and with a majority of more than two thirds of votes cast.

8.2 This terminating General Assembly also needs to decide about the liquidation of potentially existing associations' property. Mainly, it needs to appoint a liquidator and to decide who he/she should transfer the associations' property to after the associations' liabilities have been cleared. The associations property and assets will be, in case of termination of the association or in case of abolition of the hitherto existing not-for-profit goals and mission of the association according to §§34ff of the Bundesabgabenordnung, used for not-for-profit aims in the field of nature protection. These clauses are also valid in case of dissolution by the authorities.

8.3 The last Management Board shall announce the voluntary termination of the association officially to the association authority.