

Statutes
“European Sustainable Development Network” (ESDN)
– Europäisches Netzwerk für nachhaltige Entwicklung

Article 1: Name and registered office of the Association

(1) The Association bears the name “European Sustainable Development Network (ESDN) - Europäisches Netzwerk für nachhaltige Entwicklung“, and has its registered office in Vienna. The activity of the Association extends to the whole of Europe.

Article 2: Purpose of the Association and scope of activities

(1) ESDN is a non-profit-oriented association dealing with relevant challenges and opportunities related to sustainability and sustainable development that are in the public interest and of particular concern to the members of the Association.

(2) The purpose of the Association is to establish a pan-European networking platform connecting people who are, primarily in national ministries or sub-national authorities, responsible for the preparation and implementation of national strategies and processes serving the implementation of the international commitments related to sustainable development, mainly the UN 2030 Agenda for Sustainable Development and its related Sustainable Development Goals (SDGs). The Association also fosters the pan-European dialogue and experience exchange of practices to promote sustainable development, and advises political decision-makers at European, national and sub-national levels.

(3) The Association’s purpose is to be implemented by performing the following activities:

- promoting sustainable development at European level, as well as at EU and at Member State level and enhancing the exchange of experiences concerning good practice for sustainable development in the whole of Europe;
- reflecting and advising on how to strengthen vertical and horizontal integration of Sustainable Development at the political level of the EU, the national and the subnational level, in particular inclusion of the SDGs into the executive arm and the steering cycle of the EU;
- maintaining the ESDN’s website as a “one-stop shop“ for information on sustainability strategies and practices for sustainable development in Europe;
- organising structured discussions and providing expertise on current issues of sustainable development and “good practices“;
- supporting the methodological abilities, subject-matter and communication skills and competencies of the ESDN members;
- communicating with other international and European networks and exchange mechanisms dealing with sustainable development

Article 3: Means to achieve the purpose of the Association

(1) The purpose of the association is to be achieved by use of the non-financial and financial means indicated in paragraph 2 and paragraph 4.

(2) Non-financial means for achieving the purpose of the Association shall be:

- the management of different event formats of this network;
- the organisation of the European Sustainable Development Week (ESDW);
- the communication among network actors and virtual outreach;
- Support of the members by an ESDN Office within the meaning of § 3 para (3),

- the periodical search and publication of comparative policy analyses relating to sustainable development and support in the development of political position papers of the Association;
- the maintenance of the interface to EU institutions and other international and European Sustainable Development networks and organisations;
- the maintenance of relations with the relevant mechanisms at UN level, in particular the High-level Political Forum on Sustainable Development (HLPF)

(3) The Association can use an external service provider to perform the non-material means listed in paragraph 2, as so-called “ESDN Office”.

(4) The required financial means are to be procured by:

- Membership fees
- Grants and subsidies
- Donations, gifts, endowments and sponsoring
- Asset management (e.g. interests)
- Revenues/Earnings from the Association’s activities and events
- Other contributions

Article 4: Use of resources

(1) The resources of the Association may be used only for the purposes listed in the Statutes. The members of the Association shall not obtain any profit shares or, in their capacity as members, any other grants or contributions from resources of the Association.

Article 5: Types of membership

(1) Members of the Association fall into the following categories:

- a) Regular members are legal entities in the form of institutions of the public administration at national or sub-national level, which are entrusted with the development or implementation of Sustainable Development policies and activities serving the implementation of the UN 2030 Agenda and/or with coordinating tasks relating to Sustainable Development, join the Association as active members and fully participate in the work of the Association. Regular members support the Association and its activities by means of annual membership fees and through the funding of projects or donations beyond the membership fee at their discretion, however, subject to all applicable laws and regulations;
- b) Associate members are (i) natural persons or legal entities that are entrusted with the tasks outlined in Article 2 in institutions of public administration at national or sub-national level, or (ii) natural persons and legal entities in or outside public administration that identify themselves with sustainable development and the objectives of the Agenda 2030 adopted by the United Nations and/or are active in parts of the purpose of the Association. Associate members may assess, at their own discretion, whether to support the Association's projects through donations, subsidies or grants.
- c) Honorary members are natural persons on whom this status is bestowed in recognition of their special achievements for the Association.

Article 6: Membership fees

- (1) At the time of the founding of the Association, the yearly minimum membership fee in principle is EUR 12,000. The Executive Committee (Art. 14 of the Statutes) may foresee individual reductions in special cases and decide to adjust the membership fee periodically, subject to approval by the General Assembly (Art. 12 of the Statutes).
- (2) Regular members are obligated to pay the membership fee for the current calendar year by May 1st of each year, at the latest. The membership fee is charged for the first time for the calendar year 2020.
- (3) In case of more than one regular member from the same national state only one membership fee needs to be paid; the payment obligation is based on joint and several liability; details are to be regulated between the respective regular members of the same national state.

Should a regular member not be able to pay the membership fee in due time, this member shall ensure that the amount of the membership fee is jointly and severally paid by an associate member from the same national state.

Article 7: Acquisition of membership

- (1) The decision on the admission of regular and associate members as well as on the appointment of honorary members shall be taken by the Executive Committee, that may seek prior consultation of the Advisory Board (Art. 17 of the Statutes). Membership is acquired by the transmission of a signed declaration of accession confirming they are supporting the purpose of the Association ESDN and the scope of its activities (as outlined in Art. 2 of the Statutes) to the Executive Committee or to an electronic registration system established by the Executive Committee for this purpose. The Executive Committee may refuse to admit members without providing reasons for doing so.
- (2) Until the Association has been established the founders of the Association or, if already appointed, the Executive Committee, will decide about the provisional admission of regular and associate members. This membership will become effective once the Association has been established. If an Executive Committee is appointed only after the Association has been established, the founders of the Association will also decide about the (final) admission of regular and associate members until the Executive Committee has been appointed.

Article 8: Termination of membership

- (1) Membership shall end by mutual agreement, death in the case of natural persons, and voluntary resignation, expulsion or the loss of legal status in the case of legal entities.
- (2) Resignation of a regular member shall be communicated to the Executive Committee in writing at least 12 months in advance, and may only be effective from June 30 or December 31 of each year, whereby the date of receipt of the notice is crucial. The obligation to pay membership fees that have fallen due shall thereby remain unaffected.
- (3) The Executive Committee can expel a member from the Association for serious reason, particularly gross violation of member duties and for dishonourable behaviour or if the member is in arrears for more than three months despite a written reminder. The obligation to pay the due membership fees remains unaffected. The excluded person is entitled to appeal to the General Assembly against the expulsion; the General Assembly has the final decision. The rights of membership are suspended until the decision of the General Assembly.
- (4) Honorary membership can, at the request of the Executive Committee, be revoked by the General Assembly for the same reasons as those for the expulsion of a member.
- (5) Declarations of resignation by associate members will take effect immediately.

Article 9: Rights and duties of members

- (1) Regular members shall be entitled to nominate up to 5 natural persons as official representatives of the legal entity. These natural persons represent the regular member both in the Advisory Board and in the General Assembly in accordance with the provisions of para 2 and Article 12 para 5.
- (2) The right to vote in the General Assembly as well as active and passive electoral rights are exclusively available to regular members. The up to 5 representatives of a regular member in the General Assembly and in the Advisory Board share one vote.
- (3) Regular members shall have the right to submit proposals to the General Assembly and to the Executive Committee.
- (4) Regular, associate and honorary members shall have the right to attend all the events of the Association.
- (5) Each regular, associate and honorary member shall have the right to receive the applicable statutes upon request.
- (6) Regular, associate and honorary members are bound to further the interests of the Association to the best of their abilities, to bring the objectives of the Association to their own organisations, and to refrain from any activities that could impair the reputation and the purpose of the Association. They shall observe the Association's Statutes and abide to the resolutions of the bodies of the Association.

Article 10: Fiscal Year

The fiscal year corresponds to the calendar year.

Article 11: Bodies of the Association

The bodies of the Association shall be the General Assembly (Articles 12 and 13), the Executive Committee (Articles 14 and 15) and the Advisory Board (Article 17), the auditors (Article 18) and arbitration (Article 19).

Article 12: The General Assembly

The General Assembly shall hold an ordinary meeting once a year in combination with the annual conference of the ESDN.

- (1) An extraordinary General Assembly meeting shall be held upon a resolution of the Executive Committee or the ordinary General Assembly, upon written, reasoned request by at least one tenth of all members, or at the request of the auditors.
- (2) Invitations to both the ordinary and the extraordinary meetings of the General Assembly shall be extended to all members in writing or by email (to the address which the member communicated to the Association) at least two weeks prior to the scheduled date. The invitation to the General Assembly shall include the agenda. The meeting shall be convened by the Executive Committee.
- (3) Motions concerning the General Assembly have to be submitted to the Executive Committee in writing or by email at least three days prior to the scheduled date of the General Assembly meeting.
- (4) Valid resolutions, with the exception of those concerning a motion to convene an extraordinary General Assembly, can only be passed on items that are part of the agenda.
- (5) At the General Assembly, all regular members shall be entitled to vote. Each member shall have one vote. In case of more than one regular member from the same national state, the number of votes is limited to one. Legal persons, even if several representatives are present, are represented by an authorized representative(s), who will be nominated. The transfer of a member's right to vote to another member by written proxy is permitted.
- (6) The General Assembly shall constitute a quorum regardless of the number of members present.

- (7) Elections and resolutions at the General Assembly shall generally require a simple majority of the votes validly cast. However, resolutions to amend the Statutes or to dissolve the Association shall require a qualified two-third majority of the votes validly cast.
- (8) The General Assembly shall be chaired by the President of the Executive Committee or, failing him or her, one of the Vice-Presidents.

Article 13: Responsibilities of the General Assembly

The following responsibilities shall be reserved to the General Assembly:

- a) Receipt and approval of the accountability report and the statement of account, involving the auditors;
- b) Resolutions concerning the annual budget;
- c) Approval of the actions of the Executive Committee;
- d) Awarding and revoking honorary membership;
- e) Resolutions on amendments to the Statutes and on the voluntary dissolution of the Association;
- f) Advising and deciding on other items on the agenda
- g) Appointment and dismissal of the appointment of members of the Executive Committee and of the Auditors

Article 14: Executive Committee

- (1) The Executive Committee shall comprise a President and at least two Vice-Presidents. Further Executive Committee members can be voted for.
- (2) The Executive Committee shall be elected by the General Assembly. If an elected Executive Committee member resigns, the Executive Committee is entitled to co-opt another electable member in his/her stead; subsequent approval of this appointment shall be obtained at the next meeting of the General Assembly. Should the Executive Committee fail in general or for an unforeseeably long period without self-supplementation through co-optation, the auditors shall immediately convene an extraordinary General Assembly meeting for the purpose of electing a new Executive Committee.
- (3) The term of office of the Executive Committee shall be three years, in any case, it lasts until the election of a new Executive Committee. Re-election is possible without restrictions. Each of the functions in the Executive Committee shall be exercised personally.
- (4) Meetings of the Executive Committee shall be convened in writing or orally by the President or, if he/she is unable to fulfil this task, by one of his/her Vice-Presidents. Meetings of the Executive Committee can also be held in the form of video or telephone conferences.
- (5) The Executive Committee shall reach a quorum if all of its members have been invited and at least half of them are present.
- (6) The Executive Committee shall adopt its decisions with simple majority of votes; in case of a tie, the chairperson shall have the casting vote.
- (7) Executive Committee meetings shall be chaired by the President or, in his or her absence, by a Vice-President.
- (8) Apart from death and expiration of the term of office (para. 3), a Committee member's term shall come to an end due to dismissal (para. 9) and resignation (para. 10).
- (9) The General Assembly can at any time dismiss the entire Executive Committee or individual members of it. The dismissal shall become effective upon the appointment of the new Executive Committee or Executive Committee member.
- (10) Executive Committee members can declare their resignation in writing. The notice of resignation shall be presented to the Executive Committee or, in case of resignation of the entire Executive Committee, to the General Assembly. The resignation becomes effective once a successor has been elected or co-opted (para. 2).

Article 15: Responsibilities of the Executive Committee

The Executive Committee shall be responsible for the management of the Association. It shall perform all tasks that have not been assigned to another body of the Association by the Statutes. Its responsibilities shall include, in particular:

- a) Establishment of an accounting system which meets the requirements of the Association, with a continuous record of the income/expenses and administration of a list of assets as a minimum requirement;
- b) Establishment and follow-up, on proposal of the ESDN Office, of a biennial work programme
- c) Preparation of the annual budget, the accountability report and the statement of account;
- d) Preparation and calling of regular and extraordinary General Assemblies;
- e) Information of the members of the Association on the activities of the Association, the management of the Association and the audited statement of account;
- f) Administration of the assets of the Association;
- g) Admission and expulsion of regular and associate members of the Association as well as of honorary members;
- h) Conclusion of a contract with an external service provider as ESDN Office at normal market conditions;
- i) Adoption of position papers based on recommendations prepared thereon at the Advisory Board.

§ 16 Rights and Obligations of individual Executive Committee members

- (1) The Association shall be represented externally by the President of the Executive Committee and, in whose absence, shall be represented by one of the Vice Presidents.
- (2) Authorizations to represent the association externally can only be granted by the President or, in the case of the President's absence, by one of the Vice-Presidents.
- (3) In the event of imminent danger, the President shall be entitled, under his or her own responsibility, to make independent orders, including in matters falling within the scope of the General Assembly or of the entire Executive Committee; in the internal relationship, however, these require the subsequent approval of the competent association body.

Article 17: Advisory Board

- (1) An Advisory Board shall be established to support the tasks of the Association and to advise the Executive Committee. It shall be incumbent upon the Advisory Board to advise the Executive Committee in all current affairs, where they concern the Association's objectives, including matters that deal with the content of the bi-annual work programmes, and on specific projects proposed by regular members respectively.
- (2) The number of members of the Advisory Board shall be appropriately resolved by the Executive Committee. The Advisory Board shall primarily be composed of representatives of the regular members of the Association. The decision on the admission to the Advisory Board shall be taken by the Executive Committee.
- (3) The term of office shall be the same as the period of office of the Executive Committee. Re-appointment as member of the Advisory Board is permitted without restrictions.
- (4) Meetings of the Advisory Board shall be called by and chaired by the President of the Association's Executive Committee and shall be held at least once per calendar year. Meetings of the Advisory Board can also be held in the form of video or telephone conferences.

Article 18: The Auditors

- (1) Two auditors will be elected by the General Assembly for a duration of two years. Reelection is possible. The auditors may not belong to any body except the General Assembly whose activity is the subject of the audit. They do not have to be an Association

member. Furthermore, the provisions governing the appointment, commencement and termination of office of the Executive Committee apply to the auditors accordingly.

- (2) The auditors are responsible for auditing the financial management of the Association with regard to the regularity of accounting and the statutory use of the funds for each accounting year and the preparation of an audit report within four months from the preparation of the financial statements by the Executive Committee. They must forward the audit report to the Executive Committee without delay and report the result of the audit to the General Assembly.
- (3) The auditors have the right to unrestricted access to the books of the Association and also all other documents and the right to request information from all association organs on association matters.

Article 19: Arbitration

- (1) For arbitration of all disputes arising from the association relationship, the arbitration tribunal shall be called. It is an "arbitration" within the meaning of the Austrian Association Act 2002.
- (2) The arbitral tribunal shall be composed of three members, who do not need to be members of the association and shall be formed on an ad hoc basis. Each of the parties to the dispute shall appoint a member as arbitrator to the Executive Committee within seven days in writing. Both members elect a third member to chair. If no agreement is reached on the election of the chairperson, then it shall be decided by lottery.
- (3) The persons appointed for arbitration shall be unbiased and shall not be members of any body, except the General Assembly, whose activity is the subject of the dispute.
- (4) The arbitral tribunal shall make its decision after the granting of mutual hearing in the presence of all its members by a simple majority of votes. Their decisions must be justified and are final.

Article 20: Voluntary dissolution of the Association

- (1) The decision for a voluntary dissolution of the Association can only be made at a General Assembly meeting convened solely for this purpose and only with a two-third majority of the votes validly cast.
- (2) Should assets exist, the General Assembly shall decide upon their liquidation. In particular, it shall appoint a liquidator and decide to whom this person should transfer any remaining organisational assets, once all liabilities have been covered.
- (3) In case of dissolution of the Association, or if the previous beneficiary of the Association has ceased to exist, the assets of the Association remaining after covering the liabilities shall be used for charitable purposes within the meaning of § 34 of the Austrian Federal Fiscal Code (BAO) onwards. As far as possible and permitted, it should fall to organizations that pursue the same or similar purposes as this Association.
- (4) The last Executive Committee of the Association shall provide written notice of the voluntary dissolution to the authority in charge of associations within four weeks following the decision.