



European Association Periurban Parks

Statutes of the European Federation of Metropolitan and Peri-urban Natural and Rural Spaces : FEDENATUR

Passed at the meeting of the General Assembly held in Vitoria (21-6-2012)

Foreword

For some years, European cities have started to implementing active policies concerning the preservation and the appreciation of the natural spaces within their territories, particularly concerning vast spaces located at the urban periphery.

It is becoming increasingly apparent that these natural spaces play an important role in the improvement of life quality of the citizens and that they actively contribute to biodiversity conservation.

Certain cities even turn this topic into their main communication policy element, focused on reinforcing their economic appeal as well as their international renown.

In order to put these guidelines into practice, these cities have promoted the creation of public structures with the aim of ensuring a proper management of their natural enclaves.

Since the early 90s, managers of these fragile spaces subjected to a high urban pressure have felt the need of exchanging management experiences among them.

Thus, the FEDENATUR network was created in 1997 to develop exchanges among its members and to ensure the appreciation of peri-urban natural spaces in front of the instances in charge of public policies in this field, at all levels.

FEDENATUR will attend to the mandate of the aims cited above and will be articulated around the following statutory regime.

Statutes

Article 1.- Constitution and name

An association named European Federation of Metropolitan and Periurban Natural and Rural Spaces is constituted. The international name applicable shall be the abbreviation **FEDENATUR**.

FEDENATUR is a non-profit making association and shall not distribute benefits as corresponds to the judicial scheme foreseen by the Law of the 18th June 1997 number 7 of the Catalan Parliament relative to associations with headquarters located within the territory of the autonomous community of Catalonia (Spain).

Article 2.- Sphere

The territorial sphere of **FEDENATUR** comprises all the States belonging to the European continent.

The federation shall integrate those spaces which possess a rich and varied environmental quality, which are defined by way of a protective legal body, of an urban planning, environmental or equivalent nature in each legal framework of the different European states.

An additional condition shall be that these spaces must have a certain standard of organisation in their management.

The major activities of **FEDENATUR** shall be exercised in the place where its head offices are established, in accordance with the provisions of these statutes.

Article 3.- Objectives of the Federation

- 1.- To set up a legally protected organisation, provided with assets, so that the federation shall be the only one to respond, with its own assets, to any of its acquired obligations.
- 2.- To promote the protection and nurturing of natural and rural spaces that are under pressure because of their metropolitan or peri-urban location or characteristics, as well as the bases for formulating strategies for sustainable development in these spaces.
- 3.- To set up an information and documentation network at the service of the objectives described in this article; to this end regular communication means will be used.
- 4.- To co-ordinate the actions of research and exchange of experiences and conducting studies applied to protection, conservation and nurturing of the peri-urban natural and rural spaces, as well as to organise forums for discussion and information, such as events, conventions, visits, work-shops, exchange of technical personnel, amongst other initiatives.
- 5.- To promote the use, compatible with sustainable development, of the resources existing in these spaces.
- 6.- To seek to meet the recreational and leisure requirements of city residents, based on a usage which is compatible with the conservation of protected spaces, preventing the installation in the territory of activities with a greater negative impact from the ecological viewpoint. To promote, to this end, the instruments of environmental awareness-raising, information and education.
- 7.- To defend the diversity of the ecosystems and the landscapes, and to promote criteria for environmental management of agriculture within a framework of sustainable development.
- 8.- To promote actions to seek and exchange experiences related to the funding of the activities inherent to the accomplishment of the aims foreseen in the present article.
- 9.- Generally, to produce and promote policies for management, conservation and nurturing of these spaces.

Article 4.- Head Office

FEDENATUR's head office shall be located in Barcelona, where the head office services and the representative head office must be installed, and where its main activity shall be carried out, in accordance with the provisions of these articles.

The legal registered address is established at Carretera de l'Església 92, in Barcelona. This address may be changed, within the Federation's geographical sphere, by agreement of the Board by a 3/4 majority, and in any case, with agreement of the founding members by a 3/4 majority.

Article 5.- Official languages

FEDENATUR's official languages shall be those of the founder member states. Moreover, the language of the country holding an official celebration or meeting shall be co-official during its duration.

Article 6.- Jurisdiction

FEDENATUR's legal bases are governed by the law of the country where the registered offices are located with observance of the principles of the Brussels Convention of 1968 concerning jurisdiction, notwithstanding the additional enforcement of other regulations from other countries, other European or international rules and submission for conflict solving to the pertinent bodies.

Article 7.- Members and Representation

1.- The members of FEDENATUR may be:

- a) Organisations holding direct authority in the management of periurban natural and rural spaces. These organisations will hold the **Fully-entitled (ordinary) member** category. In order to earn membership, the minimum surface area of space managed shall be 200 hectares. It is considered that smaller spaces may associate with each other to reach the minimum surface area required, thereby acquiring the possibility of membership as a single representation, with the right to vote.
- b) Organisations that do not manage periurban natural or rural spaces but with direct interests in the conservation of metropolitan and peri-urban natural and rural spaces. They shall not have the right to vote and will hold the **Associated member** category.
- c) Organisations holding direct authority in the management of periurban natural and rural spaces that for economic reasons cannot assume the Fully-entitled member fee approved in Assembly. They shall not have the right to vote and will hold the **Observer member** category

2.- Admission and dismissal of members.

Subsequent to the foundation of **FEDENATUR**, new members may join by applying to the Chairmanship; this application shall be assessed, according to the federation's objectives as set out in article 3, by an *ad hoc* technical-scientific commission, appointed by the General Assembly for this purpose. Once the application has been assessed, it must be passed by agreement of the Board, adopted by at least 3/5 of its members. The agreement for a new member to join must be confirmed in the first General Assembly held, by agreement adopted by a 3/5 majority of the members present or represented. Meanwhile, the membership shall be provisional, although entitled to all the rights and obligations pertaining to a fully-entitled member.

Annex:

Regarding the Provincia de Milano – Parco Agricolo Sud Milano, its quality of founding member will be effective automatically and subsequent to signature of the Federation's Constituent Charter. In derogation of what is foreseen in article 2, Group A and Group

B, the Provincia de Milano – Parco Agricolo Sud Milano is considered founding member even if joining has been effective after signature of the Constituent Charter.

From the date of joining FEDENATUR, the Provincia de Milano – Parco Agricolo Sud Milano is entitled to all the rights and obligations pertaining to a founding member, as stated in these by-laws.

The dismissal of a founding member failing to adhere to the objectives set out in article 3 and/or refusing to pay the amount of its subscription shall be decided by agreement of the General Assembly adopted by a 2/3 majority of the members present or represented.

The dismissal shall be effective upon receipt by the dismissed member of a certified letter from the Chairman of the federation communicating the resolution of dismissal.

The dismissed member shall comply with all outstanding obligations acquired with the Federation at the time of reception of the aforementioned certified letter.

The dismissal agreement of a founding member shall only be valid if, amongst the majority of the General Assembly voting, the rest of the founding members vote in favour.

The dismissal of a fully-entitled member (art. 7.2 group B) and of joining members (art. 7.2 group C) shall be justifiably passed by the General Assembly by a 2/3 majority of the members present or represented.

4.- Regarding representation of the member Bodies on FEDENATUR's governing Bodies.

Organisations of all kinds which are members of FEDENATUR shall expressly appoint their representatives (a proper representative and a substitute), and shall notify it in writing to the General Secretary of FEDENATUR. Similarly, they shall notify any replacements, delegations or changes taking place, always and in all cases for the purpose of their involvement in the different governing Bodies of FEDENATUR.

The representatives of the different member organisations of FEDENATUR shall exercise their office for as long as the reasons for which they were elected representatives of their Bodies persist.

The duration of such representation in FEDENATUR shall thus be subject to the decisions, elections, appointments and dismissals agreed by the governing Bodies of which they are members. Similarly, the duration of the offices on the General Assembly, Board, Bureau, Chairmanship and any other governing Bodies in FEDENATUR is subject to the

representative's membership of the body which elected him/her, and he/she shall resign forthwith from the office he/she exercises in FEDENATUR in the event he/she should leave the office he/she holds in his/her original organisation. In each case, FEDENATUR shall proceed to renew any offices left vacant due to the causes described in this section.

Article 8.- Balance, annual report of activities and financial resources

The financial years shall run with the calendar year (they shall start on the 1st January and shall end on the 31st December).

During the third quarter of each year, the Chairman shall propose a budget project which shall be processed to the Bureau and the Board, and shall be discussed and passed by them prior to the end of the year in course.

Similarly, the General Assembly shall be sent the annual report of activities for approval, containing the budget passed by the Board for the year in course and the settlement of the preceding year, as well as a report on the status of execution of the budget and the treasury of the federation.

FEDENATUR shall be funded as follows: the subscriptions paid by its members; any subsidies it receives; any sums it earns for consultancy and projects produced by the federation or any of its members if so agreed; donations and legacies; sponsorship and any other legal form of revenue.

Article 9.- Subscriptions and responsibilities

Subscriptions to be paid by the different categories of members shall be determined by the Board and confirmed by the General Assembly.

To fix subscriptions, the principle of unanimity shall apply in decision-making. However, were unanimity not to be obtained, the rule of 3/5 majority of the members present or represented shall apply. Members who have expressed their disagreement and where this is reflected in the Minutes, shall have the right to abandon FEDENATUR within 60 days after the approval of the voting that fixes subscriptions, and therefore they shall be exempt of their obligations derived from the voting.

Regarding subscriptions, all decisions to modify the quota shall be only applicable when the subscriptions had been inscribed in the agenda of the session foreseen for its discussion and notified to members of FEDENATUR with a minimum of 8 days in advance.

Article 10.- General Assembly: Meetings regulations

The General Assembly is made up of all ordinary members with updated payment of subscriptions, as per section 2 in Article 7.

The joining and observers members shall have the right to express their view but no right to vote.

With regard to exercising the right to vote in the adoption of resolutions by the General Assembly, members representing spaces with a surface area of between 200 and 500 ha shall be allocated one vote, members representing spaces with a surface area of between 501 and 1000 ha shall be allocated two votes and members representing spaces with a surface area of over 1000 ha shall be allocated three votes.

To attend the General Assembly, the representatives of each body member of FEDENATUR, shall be duly accredited; equally FEDENATUR members can delegate their representation and vote, expressly and in writing, to any other member for the purpose of calculating the number of attendants and the quorum prevailing in each case.

The General Assembly shall be considered constituted on first call with the attendance, either present or represented, of ordinary members representing at least two thirds of the votes.

Were the ordinary members present on first call not to represent the number of votes required, the General Assembly shall be considered constituted on second call. The date of the second call shall be already fixed in the first notice and it shall not coincide with the date of the first call. Were the day of the second call not to have been fixed in the aforementioned notice, the General Assembly shall be called on the thirtieth day after the day of the first call.

Internal regulations shall rule the criteria and restrictions to which delegation of powers shall be submitted to.

Notwithstanding the above, the General Assembly shall have decisive power or voting power upon the attendance of a number of ordinary members representing, at least, 51% of the votes, either personally present or represented by other FEDENATUR members, as set out in these articles and in the internal regulations. Otherwise, the General Assembly may be held and deliberation may take place; however decisive resolutions shall not be adopted.

In ordinary sessions, resolutions shall be adopted by simple majority. Determination of qualified majority and the value of blank voting papers or abstentions shall be ruled by the internal regulations.

The General Assembly shall meet by way of Ordinary General Meeting once a year, within the first three months and it shall hold an Extraordinary General Meeting whenever it is approved unanimously by Board members or if requested by a number of ordinary members representing, at least, 10% of the Assembly members. Shall it be so agreed by the Board by majority, the General Assembly may hold meetings and be constituted anywhere within the sphere of FEDENATUR.

The Chairman of FEDENATUR shall send the call for the meeting together with the agenda, with 35 calendar days prior notice, to all members with updated payment of their respective subscriptions. In the case of extraordinary meetings, prior notice can be cut down to 20 days.

Functions of the General Assembly:

- * To discuss and approve the annual action plan (art. 11) and annual report of activities (art. 8) carried out by the Board (art. 8)
- * To confirm the incorporation of new fully-entitled members, further to Board approval (art. 7.3)
- * To approve the dismissal of founder members, fully-entitled members and joining members (art. 7.3)
- * To confirm members' subscription fees as determined by the Board (art. 9)
- * To approve internal regulations of the Federation (art. 18)
- * To modify by-laws (art. 19)
- * To designate and appoint the 9 members of the Board (art. 11)
- * To establish sectoral committees (art. 13)
- * To appoint the technical-scientific committee which is to evaluate the joining of new members (art. 7.3)
- * and any other function provided for by these articles or by the organisation and operations regulations attributed to the General Assembly.

Article 11.- Board – Session regulations

The General Assembly shall appoint amongst its members with a voting right, a Board made up of 9 members amongst which are all the founder members.

This Board shall be made up of the Chairman and 8 members and shall exercise duties as Executive Board.

Were the offices of Chairman and Vice-presidents to be vacant, the General Secretary shall determine, by majority of votes, the agenda and the call of the Board meeting.

The Chairman shall hold a casting vote, should there be a draw. Non executive members of the Bureau, as set out in Article 12, shall also attend the meetings of the Board, with a right to express their view but with no voting rights.

The Board shall hold ordinary meetings at least twice a year, before the General Assembly, and each time a new Chairman is elected; and extraordinary Board meetings shall be held whenever the Chairman so requests, with the official support of three members. The Chairman shall send the call together with the agenda for the meeting, with 20 days prior notice and within

the next 10 calendar days the members may add new issues to the agenda. These shall be communicated to the members with 8 days prior the session.

The Board shall be considered constituted on first call with the attendance, either present or represented, of members representing at least two thirds of the members. The Board shall be considered constituted on second call, half an hour later than initial time for the first call, with at least the Chairman and four members present. Internal regulations shall rule the criteria and restrictions to which delegation of powers shall be submitted to.

Any issue not included in the agenda may be dealt with, but not be approved, when any member so proposes, provided it is agreed by absolute majority to include it in the agenda. The Board may hold meetings anywhere within the sphere of FEDENATUR, should it be so agreed.

By way of general rule, resolutions shall be adopted by simple majority. Determination of qualified majority and the value of blank voting papers or abstentions shall be ruled by the internal regulations.

Board functions are as follows:

- * To designate and appoint the Chairman, holding powers as set out in Article 14.
 - * To designate Bureau members, amongst which 3 vice-presidents, who are also vice-presidents of Fedenatur (art. 12).
 - * To discuss and approve draft budgets prepared by the Chairman (art. 8).
 - * To approve the balance of accounts (art. 8).
 - * To prepare a yearly action plan.
 - * To approve the incorporation of new members (art. 7.3).
 - * To determine the subscriptions to be paid by the members and to raise them to the General Assembly for approval (art. 9).
 - * To agree changing the FEDENATUR head office (art. 4).
 - * To approve the setting up of sectoral committees and to determine working issues for such committees (art. 13).
 - * To create an Advisory Board with relevant figures.
 - * To call an Extraordinary General Meeting, according to provisions set out in Article 10.
 - * To appoint the General Secretary and the Assistant General Secretary (art. 15) as well as the Treasurer and the Assistant Treasurer (art. 16)
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- * To appoint the Auditor (art. 19)
 - * and any other function provided for by these articles or by the organisation and operations regulations.

The Board shall be renewed every two years, by way of general rule. Its members can be renewed in their offices. In any event, in relation to renewal of vacant offices due to resignation, this shall be ruled by provisions contained in Article 7.4. Whenever applicable, the General Assembly may appoint new members as representatives on the Board to cover for any vacant offices that arise.

Article 12.- Bureau

The Board shall appoint amongst its members a Bureau, by way of standing committee, consisting of:

- * a Chairman (i.e. FEDENATUR's Chairman)
- * three Vice-presidents, elected through three successive and separate votes
- * a Secretary General
- * two Assistant Secretary Generals
- * a Treasurer
- * an Assistant Treasurer.

The offices of Secretary General, Assistant Secretary General and Assistant Treasurer may be held by technicians other than Board members. The Bureau is appointed for a two-year term and it can be renewed.

The Bureau shall hold the following functions:

- * To act as an auxiliary body to the Board, complementing with administrative and technical responsibilities.
- * To exercise executive functions as the Board may delegate upon it.

Article 13.- Sectoral committees

These are expert Bodies belonging to the Federation members, with research and development functions with regard to enforceable programmes and the implementing thereof. The Board shall determine working issues for these sectoral committees, either by its own initiative, or else to respond to General Assembly requests.

A yearly report of activities shall be submitted to the General Assembly by these sectoral committees.

Article 14.- FEDENATUR Chairman

According to provisions contained in Article 11, the Chairman shall be appointed by the Board, amongst its members, for a two-year term. This office may be occupied two times consecutively by the same person, up to a maximum of six mandate years at most.

Provisions set out in Article 7.4, concerning renewal of vacant offices due to resignation at the respective Bodies, shall be applicable to the chairman. Whenever the Chairman office remains vacant, the first vice-president or else the next vice-president, by default, shall occupy temporarily the office of Chairman of FEDENATUR. This temporary Chairman must call the

Board within the next six months after the vacancy has occurred, in order to appoint a new Chairman.

The chairman's functions shall be as follows:

To represent FEDENATUR before any national or international, public or private Bodies, and he/she shall be empowered to grant powers or delegations whenever it is deemed necessary.

To proceed before, and to oppose, any administrative and jurisdictional authority, by appointing his/her legal representative.

To chair the General Assembly, the Board, and the Bureau and to sign the Minutes and reports of the meetings of all FEDENATUR Bodies, together with the Secretary General.

To manage FEDENATUR within the action limits ruled by the internal regulations and these articles, as well as within any delegations commissioned by the Bureau, the Board and the General Assembly.

To exercise any other function provided for by these articles

Article 15.- Secretary General and Assistant Secretary General

The Secretary General shall be appointed by the Board and will be considered a technical post, holding advisory functions, as well as some responsibility with regard to management issues commissioned by the Bureau and the Board, and the custody of documents and files belonging

to FEDENATUR. Equally, he/she shall exercise any delegations or any powers granted by the Board.

Amongst the functions that the Bureau and the Board shall attribute to the General Secretary, according to their own competences, are:

- a) To execute the deliberations taken by the participating Federation Bodies with right to express his/her opinions in meetings of these Bodies, and to take the responsibility of writing the Minutes of the respective sessions
- b) To work together with the Chairman and to execute his orders, in relation with the coordination of all the management activity of the Federation
- c) To assist the Chairman in the drafting of the budget according to the working lines indicated by the Board

For the correct and proper exercise of the functions assigned, the Secretary General shall count on the collaboration and help of the Assistant Secretary Generals, to whom, with their consent, he/she can delegate part of the functions attributed. In that case, he/she shall inform the Chairman of the Federation.

Article 16.- Treasurer and Assistant Treasurer, Financial management, Taxes, Insurances and Provisions

The Treasurer shall be appointed by the Board and shall develop management functions as well as financial control, he/she shall balance the accounts of Losses and Benefits and he/she shall be the financial expert of FEDENATUR before the Board. All activities of FEDENATUR are subjected to the financial system, taxes, insurances and provisions made by the Law of the country of legal setting of this type of Federation, to which, the Treasurer and the Assistant

Treasurer, the Secretary General and the Assistant Secretary General shall be submitted in the exercise of their functions. The Treasurer shall be assisted by the Assistant Treasurer in certain aspects and functions, especially in those signalled by the Board. The Assistant Treasurer shall be the only person responsible for the activities that have been passed on to him/her.

Article 17.- Patrimony (wealth) and economic system

It will be considered patrimony of FEDENATUR, any assets acquired by it by means of legitimate title duly admitted by law, either with or without payment.

Financial resources shall be those set out in Article 8, as well as any other lawful income.

Article 18.- Federation Books

Besides the accounting books and settlements that have to be fulfilled according to the Law of the Country where the Federation has its registered office, FEDENATUR shall keep:

- a) Minutes books of meetings and agreements of its Bodies
- b) Auditor's Reports

Article 19.- Certification of Finance

Were it considered to be necessary, the Board shall appoint an Auditor. In any case, were the budget of Fedenatur to reach the amount of 100,000 €, then the Board shall appoint an Auditor.

Article 20.- Internal regulations

The General Assembly shall pass some organisation and operations regulations for FEDENATUR regulating administrative and organisational aspects, in particular, as well as representations and the right to vote, *inter alia*. These regulations shall be prepared by the Bureau and proposed by the Board to the General Assembly.

Article 21.- Modification of by-laws

These articles may be amended upon proposal by the Board, or whenever requested by a number of members representing at least two fifths of the General Assembly votes. To do so, a resolution to amend shall be passed and agreed by the majority of the members representing at least two thirds of the General Assembly votes.

Article 22.- FEDENATUR dissolution

FEDENATUR dissolution shall be agreed upon at a General Assembly by the majority of the members, either present or represented, representing at least $\frac{3}{4}$ of the votes, when the Association appears to be unable to fulfil the objectives spelled out in Article 3 for structural or economic reasons or when the Assembly decides to merge with another non-profit entity with same objectives in order to achieve greater compliance with the objectives.

Funds and assets property of FEDENATUR, existing at the dissolution thereof, shall be donated to a non-profit environmental organisation agreed by the majority of the members, either present or represented, representing at least $\frac{3}{4}$ of the votes

Statutes passed at the meeting of the Extraordinary General Assembly held in Vitoria (21-6-2012)

The Secretary General
Marià Martí i Viudes

Approved by: The Chairman of FEDENATUR.
Slimane Tir