



EUROPEAN BONSAI ASSOCIATION BYELAWS - March 2009 AGM Lorca

Article 1: NAME, OFFICE, AREA

1. European Bonsai Association, abbreviated to E B A
2. The Association's office is located in 9020 Klagenfurt, Austria.
3. The EBA is non-political, non-profit making and independent.
4. The Association's area covers the European continent and associated islands, including the member states of the EU.

Article 2: OBJECTIVES AND TASKS

1. The EBA serves to foster and promote bonsai art, craft, science and culture generally.
2. This may be done by non material means like:
 - 2.1. Acting as a stimulus to its members, through teaching all aspects of the art, craft, science and culture of bonsai.
 - 2.2. Promoting bonsai to the general public.
 - 2.3. Organising meetings, exhibitions, training courses, lectures, demonstrations, publications, contests, documents etc.
 - 2.4. Producing a European Newsletter to act as a forum for enthusiasts to exchange ideas and set up co-operative projects, especially those relating to European flora.
 - 2.5. Creating and operating a homepage
 - 2.6. Promoting the formation of non-profit making national associations in those countries where none or few bonsai clubs or organisations exist.
3. The language used within EBA is English. All written documents which are necessarily be in German because of the Austrian rules will be translated.

Article 3: FINANCIAL MEANS TO ACHIEVE THE OBJECTIVES OF THE ORGANIZATION - FINANCES

The income shall consist of:

1. Equal annual contributions, the membership fee, from each member, paid by each EBA Member or each of the national bonsai organizations if more than one national organization has been accepted as an EBA Member.
2. A one-off entrance fee payable in addition to the annual membership-fee on the first year of membership only.
3. Subsidies and Donations.
4. Fees from EBA events as decided by the Membership, gifts and legacies.
5. Other revenues.
6. The board is not allowed to borrow money in the name of EBA without prior approval by the AGM.
7. The means being exclusively used to fulfil the objectives and tasks recorded in the Byelaws.

Article 4: CONTRIBUTIONS

1. The membership fee (annual subscription), as determined at the Annual General Meeting according to anticipated expenditure, must be paid by the end of the preceding financial year (31st December).
2. The calculation-unit will be in EURO €.
3. Non payment within 30 days of the 31st December shall result in a notice from the board, warning the member that voting rights will be suspended. After a 3 month period without payment the suspension will be activated.

Article 5 : MEMBERSHIP

1. The Association has Full Members (M), Extraordinary Members (EM) and Honorary Members (HM).
2. Full Member status is a bona fide non-profit making national bonsai organisation which complies with articles 1 and 2 above.
3. Individuals cannot be Full Members.
4. In countries with a single national bonsai organization, the organization can apply for Full Membership.
5. In countries where more than one bonsai club exists, a national roof organization has to be created. Only this organization may apply for Full Membership. If, however, more than one national roof organization exists in a given country, new applications for Full Membership will be examined by the board for the possibility of admission. Once the different organizations accepted as EBA Members by the EBA-AGM the vote for this country will be divided by the number of the national bonsai organizations which are now representing the country. This division is valid for all votes, which are foreseen by statutes of EBA. Each country will have only one vote for any number of national organizations whereas each organization will have to pay a full annual membership fee.
6. Full Members are those who apply for and are accepted as Full Members by the EBA Membership on proposal by the EBA-Board. They have to pay a one-off entrance fee and an annual membership fee.
7. Extraordinary Members are supporting members as individuals, organizations, firms or associations acceptable to the Board, who pay higher fees according to the 'Special Regulations', have no voting rights at the Annual General Meeting and cannot be members of the board. They share the objectives and actions of EBA and support EBA. They can be refused by the EBA Members by a majority of votes during an AGM.
8. Honorary Members are individuals, organizations, firms or associations who/which in the opinion of the board have done EBA great services. They have no right to vote.
9. In countries where no bonsai organization exists, individuals can act as "EBA Contacts" on the understanding that:
 - 9.1. they are not 'Full Members' of EBA ;
 - 9.2. they have a duty to inform EBA of bonsai activities in their country;
 - 9.3. they will promote the formation of a national bonsai association/federation;
 - 9.4. there is no membership fee to pay;
 - 9.5. they have no right to vote at EBA meetings, but they may attend as an observer;
 - 9.6. they will receive all EBA publications;
 - 9.7. they will cease to exist as an 'EBA Contact' as soon as a national bonsai organization is formed in their country
10. Membership year runs from January 1st to December 31st.
11. All members, mentioned above, have to comply with the Byelaws and special regulations of EBA.

Articles 6 and 7** : HOW TO BECOME A MEMBER OF EBA

1. The application for membership must be submitted in writing to the Secretary of the EBA to check the correctness and will then be forwarded to the Board. The Board proposes the inclusion by a majority vote of the General Assembly.
2. All new members must be accepted at the next General Assembly by a majority vote.
3. In the case the application for membership is rejected by the board a review can be sought through the General Assembly. The application can be given and also denied without a reason by the General Assembly.
4. The membership of the all the European Associations, physical and legal persons (see Art. 4) will begin on the date of the admission by the Annual General Meeting (General Assembly).

** The dual numbering of these Articles is due to historical reasons. It was felt to be more practical to combine the two due to their similarities than re-number all the following Articles.
(Detlef Mostler – Secretary to EBA) - July 2015

Article 8: TERMINATION OF MEMBERSHIP

1. Membership is terminated by:
 - 1.1. Written notice from the Member, concerning the termination;
 - 1.2. Notice from the EBA-Board to the EBA-Member, concerning the termination;
 - 1.3. Liquidation or bankruptcy of the EBA-Member.
 - 1.4. The membership of Honorary Members ends with the death, voluntary leaving, termination, suspension or up winding of the organization.
2. The board may terminate Membership if:
 - 2.1. a member no longer fulfils his obligations towards EBA according to the EBA-bye-laws;
 - 2.2. a member manifestly acts in violation of the bye-laws, or if the member harms the good name of EBA in an unreasonable way or fails to pay the annual subscription after repeated requests for payment as laid down in the Special Regulations.
3. The member has the right to appeal within the period of notice mentioned in Art. 8(4) at the latest eight weeks before the Annual General Meeting after the notice was served. The member will be suspended from the time of serving notice until the appeal.
4. All notifications, including the appeal against termination, by a member or by EBA, must be done by registered letter and a minimum of one month's notice from the date of receipt of that notification.
5. All terminations must be approved by the next AGM. If it is necessary to deal with the subject (appeal) a court of arbitration must be constituted by the AGM. The court must report its decision to the members. There will be no legal right to appeal against the arbitration decision of the court.
6. The Membership-fee for the current year remains with the EBA.
7. Members who have left or have been excluded are obliged to meet liabilities existing at the time of leaving.

Article 9: RIGHTS AND OBLIGATIONS OF THE MEMBERS

1. All members have the right to participate in the events of EBA corresponding to the rules of the organization of the events.
2. All members are obliged to:
 - 2.1. promote the aims of the association,
 - 2.2. refrain from actions, which are against the objectives of the EBA,
 - 2.3. observe the bylaws and the decisions of the AGM and the board, pay the annual membership fee punctually.
3. All existing rights with regard to the association will end with the termination of membership.

Article 10: COMMUNICATIONS WITH MEMBERS

1. An information bulletin (EBA Newsletter) will be published at least twice a year.
2. It will act as an organ of communication between all Members. All kinds of electronic media can be used for spreading information. For this purpose an Internet EBA-Homepage will be maintained according to the wishes of the EBA-AGM and the EBA-Board. A WEB-Master is responsible for creating and updating the homepage. He should be co-opted into the board but does not have the capacity to vote.
3. The Newsletter will contain: a summary of all written communication of general interest ; any changes in Membership ; any report on EBA activities; any invitations, reports of agendas and at least once a year, a full report on revenue and expenditure
4. Any of the items, once published, are regarded as official.
5. Any Member may contribute and must have his/her text published unaltered if in connection with the Bonsai Arts.
6. Each Member Association should forward to the Secretary its yearly programme, announcements, their special club events or activities related to Bonsai.
7. To facilitate the above, each Member Association must appoint a person as EBA-Contact who is responsible for the Full Member part of the Homepage and whose name will be registered by the Secretary and the WEB-Master. The name will be published in the Newsletter and the Homepage. EBA-Contacts have to be a member of their national member organisation for at least one year.

Article 11: INSTITUTIONS OF EBA

1. The institutions of EBA are:
 - 1.1. The EBA Board
 - 1.2. The General Meeting (General Assembly)
 - 1.3. The Auditors
 - 1.4. The Court of Arbitration
 - 1.5. The EBA Contacts

Article 12: THE BOARD

1. The board consists of 5 persons.
2. Board members (BM) are elected by the General Assembly at the Annual General Meeting (AGM) or in the case of suspension or termination by written vote if the period between the time of suspension or termination and the coming AGM is longer than three months and in the case of an appeal the court of arbitration has made its decision. These are:-
 - 2.1. President
 - 2.2. Vice-President
 - 2.3. Secretary
 - 2.4. Treasurer
 - 2.5. Vice-President
3. Each board member should be preferably from a different country.
4. The term of office is four years
5.
 - 5.1. The president is electable for only one further term, all other officers are electable for further terms.
 - 5.2. The President and the Secretary should not retire in the same year.
 - 5.3. The departing past-secretary shall act for one year as an ex-officer member of the board with an advisory role and not have the capacity to vote.
6.
 - 6.1. Candidates for the board are nominated to the secretary of the EBA by a Full Member at least 2 month prior to the AGM by letter or e-mail addressed to the secretary.
 - 6.2. If, however, the number of candidates for the board does not reach the number of vacancies, candidates may be nominated by the board.
7.
 - 7.1. Candidates for the board have to be a member of their national member organization for at least one year, and must be present at the AGM when their nomination is being considered. Whether or not an excuse for not being present - which should be an exception - can be accepted, has to be judged by the AGM.
 - 7.2. An individual can be nominated by any EBA Member Association but can never be nominated again by another EBA Member Association than the first for which he stood for elections. In the case of relocation of one of the Board Members to another country the term of office for this Member ends officially at the normal planned end of duty. For re-election the Board Member needs the full support and membership of its new home country.
8. The candidates must at the General Assembly be at least 18 years old.
9. The duties of each board member shall be allocated at the first board meeting after the AGM for the functions that were not allocated by the EBA-AGM following the elections.
10. Each board member is obliged to fulfil his/her duties.
11. A board member will cease to hold office:
 - 11.1. if his/her member country (Full Member) withdraws its support from him/her. The reason and the decision for this step must be communicated to the secretary of EBA by registered letter signed by the president and secretary of the member country organization (Full Member).
 - 11.2. if in the opinion of the board a member of the board is not acting in the best interests of EBA the board may, by a simple majority vote, call an extraordinary meeting of the board to discuss with the member (BM) concerned the situation and determine whether or not the member (BM) concerned shall be suspended from the board. The suspension must be decided by a 50%+1 majority of votes within the board.

Within one month of that date of suspension a letter stating the reasons for the removal of the board member concerned should be sent to all the Full Members of EBA before the next AGM.
 - 11.3. The tasks of the member (BM) concerned should be distributed among the other members (BM) according to their background, expertise and workload.

12. In the case the member concerned being the Secretary; all communication should be made to the President or Vice-President.
13. If the suspension of the board member is confirmed by the court of arbitration (Art.20), his/her function becomes vacant and due for election by written vote or at the next EBA-AGM.
14. No board member is allowed to exploit the name of EBA for their own commercial benefit. The name of EBA can only be used as a reference by the member clubs of EBA, and never by the board members or individuals in their activities outside EBA or their local bonsai clubs (except visiting cards etc.). No compliance with this rule will result in a written warning by the president or the secretary (if the president does not comply with the rule) and the threat of suspension.
15.
 - 15.1. If there is good reason, any board member can be suspended or terminated of function by the Full Members at a general meeting (AGM), as long as there is a two thirds majority in favour.
 - 15.2. Suspension of membership of the board also takes place:
 - 15.2.1. if a member country ceases to be a member of EBA;
 - 15.2.2. through the resignation of the member;
 - 15.2.3. following the death of the member.
16. The member (BM) has in any case of suspension or termination the right to appeal against within the period of a month after the decision of suspension or termination and at the latest two weeks before the next Annual General Meeting.
17. The appeal against termination must be done by registered letter addressed to the secretary (11).
18. The suspension must be approved at the next AGM by the Full Members.

In the case of appeal or if it is necessary to deal with the subject a court of arbitration should be constituted immediately to decide about the matter. The courts report must be delivered up to the member (BM) concerned by registered letter by the secretary (11).The decision is equivalent to the approval of the AGM. There will be no legal right to appeal against the arbitration decision of the court.
19. In the case of the joint resignation of the entire board the EBA-Contacts of those member countries which count the three lowest numbers of members will take charge of the functions of the board up to the beginning of work by the new elected board. In the case of a refusal of one of these member countries the contact of the country with the next lowest number of members has to be requested for the job of a board member. Immediately they have to invite the Full Members for an extraordinary general assembly to elect a new board.

Article 13: DUTIES OF THE MEMBERS OF THE BOARD

1. The President :
 - 1.1. presents the EBA
 - 1.2. will preside over all meetings of EBA;
 - 1.3. will take care of the day-to-day management of EBA in partnership with the board to make sure board and AGM resolutions are carried out;
 - 1.4. will be responsible for the general management of EBA in accordance with the bye-laws
 - 1.5. will give an annual report at the AGM on the activities of the board covering the period since the previous AGM
2. The Vice-President(s):
 - 2.1. assist(s) the President according to his instructions and deputise(s) for him in his absence;
 - 2.2. Vice-president takes over from the President – should the President be suspended – until a new president will be chosen.
3. The Secretary:
 - 3.1. is responsible for the administration of EBA, for the day-to-day management of EBA in partnership with the president to make sure the board and AGM resolutions are carried out and for keeping informed the other board members on all important matters concerning his duties.
 - 3.2. must keep informed all the board on new applications for EBA Membership and must inform the following AGM of each application for Membership together with a report on that application justifying the opinion of the board on the new candidate for EBA Membership.
 - 3.3. draws up the minutes of all meetings;
 - 3.4. prepares the Annual Report on EBA's activities throughout the year. The report will be published, after approval of the President, in the Newsletter. The report will be accepted or rejected at the next board meeting.
 - 3.5. will give an annual report on his activities at the AGM

4. The Treasurer:
 - 4.1. maintains the accounts of EBA;
 - 4.2. will only act in accordance with the Byelaws and special regulations of EBA;
 - 4.3. prepares an annual budget covering one calendar year in accordance with the board and ask the approval of that budget at the EBA-AGM preceding the year of the budget ;
 - 4.4. establishes quarterly a financial report for the EBA-Board and a full annual report for the EBA-AGM;
 - 4.5. maintains any financial documents for inspection;
5. Other members of the board will have their duties allocated as required by the board e.g. including in case of necessity to function as deputy of secretary or treasurer.
6. A written job description for all officers and the auditor should be prepared within a month after the first board meeting and be published it in the next EBA-Newsletter following the EBA-AGM

Article 14: DUTIES OF THE BOARD

1. The board is responsible for managing EBA in accordance with the Byelaws and the decisions taken by the EBA-AGM.
2. If the number of board members falls below four, the board may continue to function, but is obliged to publish the new vacancies within a period of two months after the board was reduced to less than four members. The board asks for candidates from all Full Members and organises then a written voting procedure. That procedure not being successful, the board is obliged to call an extraordinary general meeting (EAGM) within two months counting from the failed written procedure.
3. The board may delegate tasks to non-board members, but the board will remain responsible for the actions; In case of important matters the board is allowed to create Working Groups.
4. The board has the freedom to act as long as it does in accordance with the bylaws and the decisions made by the AGM.
5. Annual General Meetings will include a report from the President, the Secretary and the Treasurer. The provisional Agenda, when possible, should be communicated to the ordinary members ninety days before the next General Meeting. Additions to the Agenda will be accepted by the Secretary if received in writing forty-five days before the General Meeting. The final Agenda will be sent to members thirty days before the General Meeting.
6. Official notices and the correspondence of the association must be signed by the president and the secretary. In cash matters instead of the secretary the treasurer has to sign.
7. Decisions are made by simple majority. Each board member has one vote. In case of parity of votes, the president has a casting vote. The board forms a quorum, when a majority of its members is present.
8. Accurate minutes of each board meeting will be kept and approved by the President, who will sign the document together with the Secretary.
9. Each proposal will be voted on separately, but votes may be taken in writing from absent board members.

Article 15: THE GENERAL MEETING (General Assembly)

1. The General Meeting has the chief executive function in EBA. The quorum for an AGM shall be 50% (rounded) representation of the membership.
2. A General Meeting must be held annually.
3. Additional General Meetings can be held as often as the board feels necessary.
4. Thirty days notice of any General Meeting has to be given either through the Newsletter or separately in writing to members and must include the final Agenda.(
5. A General Meeting has to be called if 1/10 of the membership requests it or on request of the auditors. This must be granted within four weeks after receipt of the request at such date, time and place as chosen by the board within the borders of one of the member countries.

Article 16: THE GENERAL MEETING, ACCESS AND VOTING

1. All members have access to the General Meeting through their official appointed representatives but only Full Members have voting rights.
2. Official representatives must make themselves known to the Secretary. To that effect, they produce before starting the meeting, and preferably 14 days prior to that meeting, an official letter, indicating the name(s) of their official representative(s).
3. A member may appoint in writing another eligible member to vote for him. No vote can be delegated to a member of the board. The total number of votes cast per member country on any issue is one.

4. If a representative casts his votes contrary to the wishes of his association, the vote cannot be annulled.
5. Oral votes concerning business will be taken, but decisions relating to people will be taken by ballot at the meeting.
6. Acceptance is by a simple majority of votes. If the votes are equal, the proposal will be regarded as rejected.
7. If no person out of a group of candidates wins a clear majority (more than 50% of the votes) during an election, then re-voting will take place involving only those receiving the higher number of votes on the first occasion. The candidate(s) with the fewest votes must be taken out of the next ballot.
8. Voting papers are non-valid if:
 - 8.1. they are blank;
 - 8.2. illegible;
 - 8.3. signed;
 - 8.4. they fail to indicate the person;
 - 8.5. they contain the name of a person who is not eligible;
 - 8.6. they contain more than one name for each eligible place;
 - 8.7. they contain more than a clear indication of the name of a person;
 - 8.8. they are inaccurately filled in.
9. In between two successive AGM's decisions can be obtained on any subject by written vote. That procedure has to be put down in the "Special regulations".
10. The AGM has a quorum irrespective of the number of members attending.

Article 17: DUTIES OF THE GENERAL MEETING

To the Annual General Meeting are reserved:

1. Identification of voters and the quorum.
2. Adoption of the agenda
3. Approval of Minutes of the last AGM.
4. Receipt of reports from the Board Members.
5. Receipt of Treasurer's report.
6. Accepting the report of the auditors.
7. Vote on the reports and approval of the Board.
8. Determining the manager of the election of the Board and the auditors
9. Election or termination of the Board Members and the auditors.
10. Fixing of the admission and membership fees.
11. Decision of the budget.
12. Winding up of the association.
13. Authorization of the "Special regulations" for the management.

Article 18: SPECIAL REGULATIONS

1. In order to facilitate the management of the daily business or of a General Meeting, Special Regulations can be introduced. They are determined at the General Meeting and should not be in opposition but supplementary to the present Bye-Laws.
2. Alterations to these regulations are carried out at the General Meeting.
3. The Special regulations must not contravene the laws of the country where EBA is registered.

Article 19: AUDITORS

Two auditors should be nominated at the AGM for the term of service of the Board.

1. Nominees must be from the representatives of the Full Members;
2. The auditors' function is to examine the Treasurer's accounts and reports in written to the AGM. The auditors also verify if each revenue and expenses have been made on the basis of solid (sufficient) proof. The auditors have the right to propose financial improvements.
3. Approval of the AGM is required if the auditor wants professional accountancy advice and the board is obliged to divulge any information that may be requested;
4. The stipulations regarding the dismissal and the resignation of board members apply mutatis mutandum to the auditors.

Article 20: ARBITRATION COURT

1. In all disputes arising from the relationship between the Board and the Members, as well as between Members themselves, will be decided by the court of arbitration.
2. The court of arbitration will be formed by electing out of the Members an arbitrator by each party of the dispute. The two arbitrators elect a third, non-party to the case member to chair the arbitration panel. If no agreement is reached about this person, it should be decided by lot.
3. The arbitration panel will decide to the best of their knowledge and belief, by majority vote. About the negotiation is a protocol of conduct to be made and signed by all members of the arbitration. Its decisions are final within the association

Article 21: WINDING UP OF EBA

1. The association will be wound up by a decision of two thirds majority taken from a minimum of three quarters of the Membership during an extraordinary GM which is called only for the purpose of the winding up.
2. In the event of three quarters of the voting Membership not being present; a simple majority will be accepted if taken at the subsequent General Meeting.
3. The usual thirty days notice of such a proposal must be served.
4. To cover the assets and liabilities a liquidator is to be appointed. Under the settlement the existing assets will go to organizations with similar aims as EBA as determined at the General Meeting, and not to any current Member of the Board at the time of winding up.

Article 22: THE ARTICLE COMING INTO FORCE AND CHANGES

1. Changes of the existing Article are prepared by the Board and are approved by the AGM. Changes to the Byelaws shall be determined by a three-quarters majority vote of that Meeting.
2. The Article comes into force when appointed by the AGM.

Secretary: Dipl.-Ing. Detlef Mostler