

Statutes of the association

European Straw Building Association (ESBA)

As adopted in Venice (Italy), on 22 February 2016 by the assembly of the first constituting members.

Article 1: NAME

The name of the not-for-profit Association (asbl) is “European Straw Bale Building Association”. It can be abbreviated “ESBA”.

Article 2: REGISTERED OFFICE

The Association shall have its legal seat in Belgium (Brussels Capital Region). Its legal seat is presently established at the House of the Renewable Energy, 63-67 rue d’Arlon, 1000 Brussels.

This legal seat may be transferred to any other place in Brussels Capital Region by a decision of the Board, published the month following its meeting, in the Annexes of the Belgian Official Gazette (Moniteur Belge).

Article 3: OBJECT

The European Straw Building Association is an independent European association, devoid of any profit-making motive.

The object of the Association is to promote and develop the use of straw, as a sustainable way of building – in all the senses of the term “sustainable”: renewable, ecological, healthy, energy and climate efficient, social and economic.

For achieving this object, the Association will namely:

- Organise and promote the sharing and exchange of building practices and training methods
- Structure and publish knowledge about straw building
- Promote and publish research and development of all aspects of straw building
- Organise European and international gatherings
- Pilot and/or participate in European or international projects
- Advise the authorities and all kind of legal bodies
- Inform and disseminate.

In order to achieve its object, whether directly or indirectly, the Association may acquire any real or personal property, enter into contracts, accept donations, subsidies or subventions, sell, mortgage, grant license on its assets and cooperate with other organisations pursuing a similar object, in accordance with legal provisions, these statutes and any amendment hereto.

Article 4: MEMBERS

The Association is a federation composed of organisations and people particularly concerned with the use of straw in buildings.

The Association shall consist of at least three full member organisations. If at any time the total number of member organisations drops below three, the Association will be dissolved in accordance with Article 11.

The Association is composed of full member organisations and associate members. The full member organisations and the associate member organisations will be liable for an annual membership fee. The appropriate membership fee for both those membership classes will be determined by the General Assembly.

4.1. Full member organisations

Full member organisations must be non-profit organisations, acting at their national level for promoting and developing the use of straw in building. They are legal entities or a coalition of legal entities in their own right, registered in a country which is a member state of the European Union or is located within Europe.

Full member organisations are entitled to speak and vote at meetings of the General Assembly. Each full member organisation has the right to one vote. A full member organisation may attend meetings of the General Assembly but will not have the right to vote when it has not, upon adequate notice, paid its membership fee for the current and preceding calendar year(s).

4.2. Associate members

Associate members are any kind of organisations (governmental or non-governmental, commercial or non-profit, acting locally or globally) or people interested in promoting and developing the use of straw in building.

Associate member organisations and invited people can attend meetings of the General Assembly in an advisory capacity, with no right to vote. They can take part in the work of the Association and are entitled to receive its publications.

Associate members representing a country division (region, province,...) can join in a coalition to become together a national representative, and being agreed as such as full member organisation.

4.3. Admission of new members

An organisation or person wishing to join the Association shall apply to the Association for membership. The General Assembly decides on applications for membership, on the basis of a recommendation by the Board.

4.4. Resignation of members

Any member of the Association may at any time resign by sending a registered letter or any other original message to the Board.

4.5. Expulsion of members

The expulsion of a member may be decided by the General Assembly by a two-thirds majority of those full member organisations present or represented and entitled to vote excluding the member whose expulsion is discussed, provided that the member has been given the opportunity to defend himself. No member may be expelled without having been informed in writing of the reasons behind such expulsion. Such notification shall be given at least one month before the date of the meeting of the General Assembly at which the matter is to be decided after hearing the concerned member if he wishes to express himself in front of the General Assembly.

4.6. Effects of resignation or expulsion of member

No member organisation that has resigned or been expelled, nor its beneficiaries or creditors, will have any right over the assets of the Association. The debts that such a member organisation has towards the Association shall immediately become due and payable.

Article 5: GENERAL ASSEMBLY

The General Assembly is vested with all the powers necessary for achieving the realisation of the object of the Association.

The General Assembly shall meet at least once a year at the date, time and place decided by the Board. An ordinary meeting of the General Assembly shall be held once in each calendar year to conduct the regular business of the Association, and extraordinary meetings may be convened according to need. Meetings of the General Assembly shall be convened at least one month in advance by e-mail notification to all the members by the President acting on behalf of the Board or upon the request of one fifth of the full member organisations who are entitled to vote.

Each member organisation may be represented at meetings of the General Assembly by another member organisation entitled to vote and holding a written proxy, as foreseen hereunder. However, a member organisation may not represent more than one other member organisation.

The agenda will be drawn up by the President and circulated at least one month in advance.

To be validly constituted and able to deliberate validly, the General Assembly must be attended by at least the half of the full member organisations, present or represented. A member organisation will be considered present or represented if its representative or the representative of the member organisation who is holding its proxy has signed the attendance list.

No written delegation of authority is needed when a member organisation is represented by its director, secretary general or chairperson. In the other cases, the individual representing a member organisation must be ready to provide verification of his/her mandate to represent the organisation.

The General Assembly may only decide on the items listed on its agenda. Supplementary items may only be added to the agenda by a decision taken by two thirds of the full member organisations present or represented. Such a special decision must be taken for each supplementary item that is to be added to the agenda.

Except where there is a contrary provision in the statutes, the General Assembly shall decide by a simple majority of the full member organisations, present or represented, who are entitled to vote. Each full member organisation has the right to one vote. Voting shall take place in accordance with the procedure laid down in the Standing Orders of the Association.

All reports of meetings of the General Assembly, including all decisions and resolutions, shall be available for inspection by all the members in an on-line database accessible through the Association's website.

Article 6: BOARD

The Association is managed by a Board with a minimum of three members composed by representatives of three different national full member organisations of the Association.

At most three additional individual members may also be appointed to the Board (with a maximum of one third of the other members).

All the Board members are working in the interest of the Association.

6.1. The members of the Board are personally elected by the General Assembly, and it will minimally consist in a President, a Secretary and a Treasurer. If the board is composed by more than three members, the General Assembly can decide to elect also Co-Presidents.

6.2. The members of the Board are elected for a period of two years. They may be re-elected. The Board is mandated to establish a rota system between member organisations.

6.3. Board members can resign by notifying their decision with a registered letter addressed to the President at least one month before the date of resignation will take effect. In the event that the (Co-)President, the Secretary or the Treasurer does not complete his/her term of office, the Board shall elect a replacement to serve until the next meeting of the General Assembly.

Article 7: BOARD MEETING AND DECISION MAKING

The Board shall meet at least twice a year at the date, time and place that it decides. Convening notices to meetings shall be sent out by one of the (Co-)Presidents or two other Board members by e-mail at least one month in advance. In case of emergency, this delay can be shortened. Each member of the Board may be represented at meetings of the Board

by either a person from the same organisation or another member of the Board. In both cases this representative must have a written proxy from the absent member. No member of the Board may hold more than one proxy from absent members. The Board can equally meet physically and through a video-conference.

In any case, the Board tries to obtain the consent of all its members.

The Board may validly deliberate and vote when a simple majority of its members is present or represented. The Board shall decide by a simple majority vote of the members present or represented. In the case of a tied vote in the Board, the President's vote will be decisive. Subject to the relevant provisions of these Statutes, the Board may develop its own procedures governing decision-making, including decision-making between meetings, and all other actions of the Board.

The decisions and resolutions of the Board shall be stated in the meeting reports which are drawn up by the Secretary and approved by the Board. The minutes shall be available for inspection by the members of the Association in an on-line database accessible through the Association's website.

The Board shall have full power to manage and administer the association, with the exception of what is or has been expressly reserved to the General Assembly by the law or these statutes.

Article 8: SECRETARY GENERAL

The Board can decide to appoint and may dismiss a Secretary General, by simple majority. When the Secretary General is appointed, the function of the Secretary of the Board will be removed.

He/She does not need to originate from a member organisation of the Association. He/She shall attend meetings of the General Assembly and the Board, unless a simple majority of the members present or represented at such a meeting decides that his/her presence during the deliberation or the vote on determined items of the agenda is not in the interests of the Association. He/She shall be entitled to speak at these meetings.

The Secretary General is entrusted with the daily management of the Association. He/She supervises the staff of the office of the Association. He/She prepares and organises, under the supervision of the (Co-)Presidents, the work of the Board and of the General Assembly. The function of the Secretary General shall be remunerated. Where he/she will act in the capacity of an employee of the Association, the Board will act as his/her employer.

Article 9. REPRESENTATIVE AUTHORITY

All deeds committing the Association shall be signed by the (co-)President, two properly authorised members of the Board, or the Secretary General, who are not required to justify their powers to third parties. Court proceedings, whether as plaintiff or defendant, shall be followed and pursued diligently by the Board, represented by the (Co-)President or by a member of the Board, or by the Secretary General where so mandated by the Board.

Article 10: BUDGETS AND ACCOUNT

The fiscal year shall begin on 1 January and close on 31 December of each year. Each year, the Board shall submit the accounts for the past year and the budget for the following year to the General Assembly for approval.

The Association will be financed through:

- a) Membership fees
- b) Grants
- c) Contracted projects
- d) Donations
- e) Sponsorships
- f) Legacies
- g) Any other legitimate source of income.

Article 11: AMENDMENTS TO THE STATUTES AND DISSOLUTION

Any proposal to amend the statutes or to liquidate the Association must come from the Board or from at least two full member organisations of the Association.

Such a proposal shall be brought by the Board to the knowledge of all the member organisations of the Association at least two month before the date of the meeting of the General Assembly that will be required to decide thereon.

A meeting of the General Assembly convened to liquidate the Association or amend the statutes shall be validly constituted if at least two-thirds of the total number of the full member organisations are present or represented. No decision on an amendment or the dissolution of the Association shall be effective unless it is voted for by at least a two-thirds majority of the full member organisations present or represented. However, if less than two-thirds of member organisations entitled to vote are present or represented at the meeting, a further meeting of the General Assembly shall be convened and it shall validly and definitively decide on the proposal in question, irrespective of the number of members present, by a two-thirds majority of the full member organisations, present or represented.

In the case of dissolution, the General Assembly shall appoint one or more liquidator(s) who shall be authorized to allocate the net assets to an association or to any public authority of which the purpose is similar or comparable to that of the present association. These decisions and the names, professions and addresses of the liquidator(s) shall be published in the Annexes of the “Moniteur Belge” (Belgian State Gazette).

Article 12: GENERAL PROVISIONS

Anything which is not provided for in these statutes, and in particular publications to be made in the “Moniteur Belge” (Belgian State Gazette), will be settled in accordance with the provisions of the Belgian law of 2 May 2002 or any further legislation that comes into force regarding not-for-profit associations.

Undersigned in Venice, Italy, by the constituting members:

For ArTUR – Sustainable Architecture (Slovakia), Hruby Sur 237, 90301 (Slovakia): Zuzana Kierulfova, President, and Marian Ontkoc, Vice-President

For ASBN - Austrian Straw Bale Network (Österreichisches Netzwerk für Strohballenbau), Baierdorf 6, 3720 Ravelsbach (Austria): Mr Herbert Gruber, President and Erwin Schwarzmüller, member

For COMPALHA – Associação para a bioconstrução com materiais naturais em Portugal (Portugal) : Mrs Catarina Pinto, President, represented by Rikki Nitzkin

For FASBA - Fachverband Strohballenbau Deutschland e.V., Auf dem Dörnberg 13, 34289 Zierenberg (Germany): Mrs Sissy Hein and Michael Fischer, Co-Presidents

For Le Gabion, 3 Impasse des Gentianes, 05200 Embrun (France): Richard Larcortiglia, President

For MSZE – Magyar Szalmaepitok Egyesulete – Hungarian Strawbuilders Association (Hungary), Jókai u. 14, 5650 Mezőberény: Igaz Titusz – Vice-President

For Ogólnopolskie Stowarzyszenie Budownictwa Naturalnego – OSBN, Ul. Szczera 23A, 02-482 Warszawa, (Poland) : Maciej Jagielak, President

For Paille-Tech srl, rue de la Glacerie 6, 5150 Franière (Belgium): Jean-Luc de Wilde, Member of the Board

For Promopaglia, Piazza Santa Maria Beltrade 2, 20123 Milano (Italy): Stefano Soldati, President

For Red de Construcción con Paja – RCP, Calle Julio Cesares 4, 28050 Madrid (Spain): Rikki Nitzkin, President

For RFCP – Réseau Français de la Construction en Paille, SCM Lejeune, 28 avenue Léon Blum, 31500 Toulouse (France) : Manas Melliwa and Dirk Eberhard, Co-Presidents

For SBUK, Strawbale Building UK, 34 Rymill Close, Bovingdon, Herts, H03 OJA (United Kingdom): Eileen Sutherland

For Small Planet smba, Friland 12B, 8410 Ronde (Denmark) : Lars Keller, director, represented by Zuzana Kierulfova.

For Strobouw Nederland - SBN, Lage Biezen 1, 5465 PT Veghel (Netherlands): Mrs Audrey Vanden Heuvel, Secretary of the Board

Decision of the first General Assembly meeting at Venice, 23 February 2016:

The **full member** organisations agreed by the General Assembly are:

1. For Austria: ASBN - Austrian Straw Bale Network (Österreichisches Netzwerk für Strohballenbau), Baierdorf 6, 3720 Ravelsbach
2. For France: RFCP – Réseau Français de la Construction en Paille, SCM Lejeune, 28 avenue Léon Blum, 31500 Toulouse
3. For Germany: FASBA - Fachverband Strohballenbau Deutschland e.V., Auf dem Dörnberg 13, 34289 Zierenberg
4. For Hungary: MSZE – Magyar Szalmaepitok Egyesulete – Hungarian Strawbuilders Association (Hungary), Jókai u. 14, 5650 Mezőberény
5. For Italy: Promopaglia, Piazza Santa Maria Beltrade 2, 20123 Milano
6. For the Netherlands: Strobouw Nederland - SBN, Lage Biezen 1, 5465 PT Veghel
7. For Poland: Ogólnopolskie Stowarzyszenie Budownictwa Naturalnego – OSBN, Ul. Szczera 23A, 02-482 Warszawa
8. For Portugal: COMPALHA – Associação para a bioconstrução com materiais naturais em Portugal
9. For Slovakia: ArTUR – Sustainable Architecture, Hruby Sur 237, 90301 (Slovakia)
10. For Spain: Red de Construcción con Paja – RCP, Calle Julio Cesares 4, 28050 Madrid
11. For the United Kingdom: SBUK, Strawbale Building UK, c/o Hollinroyd Farm, Todmorden, West Yorkshire OL14 8RJ

The **associate member** organisations agreed by the General Assembly are:

1. Le Gabion, 3 Impasse des Gentianes, 05200 Embrun (France)
2. Paille-Tech srl, rue de la Glacerie 6, 5150 Franière (Belgium)
3. Small Planet smba, Friland 12B, 8410 Ronde (Denmark)

The General Assembly elected a **Board** of 7 people to manage the association. It is composed by:

1. Mr Dirk Eberhard, 3 rue du Bac, 11300 Festes et St André (France), Co-President
2. Mrs Sissy Hein, Auf dem Dörnberg 13, 34289 Zierenberg (Germany), Co-President
3. Mr Maciej Jagielak, Slomiana 27/50, 30-316 Krakow (Poland), Co-President
4. Mrs Zuzana Kierulfova, Hruby Sur 15, 90301 (Slovakia), Co-President
5. Mr Stefano Soldati, Largo dei Cappuccini 2C, 33100 Udine (Italy), Co-President
6. Mr Herbert Gruber, Baierdorf 6, 3720 Ravelsbach (Austria), Treasurer
7. Mrs Audrey Vanden Heuvel, Mergelven 21, 5464 PV Veghel (Netherlands), Secretary