



Statutes

of the European Orchid Council (EOC)

Section I Purpose, Aims and Activities

Article 1. The EOC is a non-profit-making association of organisations, e.g. societies, institutions, foundations and the like, promoting interest in orchids, henceforth called Member Organisations.

The EOC is an Association according to Articles 60-79 of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch), Swiss law governing the EOC. The business address is the residence of the Secretary General. Seat of the EOC is Switzerland.

Article 2. Promotion of interests can be accomplished in many ways, as regular meetings, giving lectures, research projects, information about propagation and cultivation, conservation measures protecting endangered orchids and their habitats, helping to unify and simplify import and export procedures, judging, publishing journals and papers, which will be of interest to amateurs, scientists and growers alike. The EOC has an official publication and a website.

Article 3. The chief goal of the EOC is to help Member Organisations and their individual members to exchange experiences and ideas in order to facilitate a common realisation of all activities concerning orchids.

It is also desirable for the EOC to be represented at major international orchid events to ensure that its purpose, aims and activities become widely known.

Article 4. In addition to Member Organisations the EOC can include individual members as Honorary Members in recognition of their special merit.

Article 5. The official working language of the EOC is English, hence all representatives as specified in Section II should have a good command of the English language. It is recommended that Member Organisations distribute minutes and other relevant documents to their members, translated into their own language.

Article 6. Every three years a European Orchid Congress, called the European Orchid Council Congress and Exhibition (EOCCE), shall be organized in a European country which is represented by at least one Member Organisation. An organizing committee will be set up

and a chairman/chairwoman appointed, he/she will be called EOCCE President (see Article 12). They submit a respective proposal with all details to the Board for a final decision to be taken by the AGM, as specified in Sections II and III.

Section II Management, Representatives and Meetings

Article 7. Supreme Authority of the EOC is vested in the Annual General Meeting (AGM). The AGM should meet at an EOCCE, and in the years between EOCCEs preferably at a congress or show organized by one of the Member Organizations.

An Extraordinary General Meeting (EGM) can be convened as Supreme Authority by the Board or at the request of one fifth majority of the Official Representatives, as specified in Article 15, and submitted to the Board in writing.

Article 7.a Every AGM or EGM convened according to the Statutes has a quorum independent of the number of members present.

Article 8. The Board shall consist of between five to seven persons, called the Directors, plus a chairman/chairwoman, called the Secretary General. They are in charge of the day-to-day running of all EOC matters. In an emergency they can take provisional decisions concerning major issues after agreement from at least two third of all Official Representatives with voting rights. These provisional decisions have to be approved by the next AGM or an EGM. In the absence of the Secretary General the Board may appoint another Board member as chairman/chairwoman.

Article 8.a Irrespective of the budget, the Board has 250 Euros at its disposal per individual case

Article 9. The Directors and the Secretary General will be elected by an AGM for a term of three years. Details will be specified in Section III. Re-election is possible.

Article 9.a Irrespective of the budget, the Secretary General has 250 Euros at his/her disposal per individual case and with permission of the board. He/she signs on behalf of the EOC together with the Treasurer

Article 10. One of the Directors shall be elected by the AGM as Treasurer in an additional ballot. His/her duties will be specified in Section IV. Re-election is possible.

Article 10.a Irrespective of the budget the Treasurer has 250 Euros at his/her disposal per individual case and with permission of the board. He/she signs on behalf of the EOC together with the Secretary General

Article 11. An Auditor shall be elected by the AGM for a three year term, he/she must not be a Board member nor a delegate. His/her duties will be specified in Section IV. Re-election is possible. The Board may invite him/her to take part in a Board meeting as a guest without voting rights. **(Article 69b of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch))**

Article 12. The current EOCCE President shall be elected by the AGM, see Article 6. His/her Presidency starts at the closing event of the previous EOCCE. During this period he/she shall attend the Board and AGM meetings without voting rights. All activities concerning the next EOCCE must be decided and agreed between the EOCCE President and the EOC Board.

Article 13. Organisations as specified in Article 1 may join the EOC by applying to the Board who will submit it to the AGM for admission. Member Organisations may leave the EOC by giving written notice to the Board, provided they give notice of their intention at least six months before the end of the calendar year. See also Article 26.

Article 14. Each Member Organisation can send only one Delegate to the AGM, entitled to represent its interests and to vote on its behalf. If a Delegate cannot attend a meeting his/her Member Organisation may authorize in writing another person to act on its behalf. The appointment of each Delegate must be confirmed by the AGM. See also Article 18.

Article 15. The Secretary General, the Directors, the Honorary Members, the Auditor, the Delegates and the EOCCE President will henceforth be called Official Representatives.

Article 16. An Official Representative, or another person available and prepared to fulfil this job, will be appointed by the AGM or an EGM as Minute Secretary, who takes down and draws up the minutes of the meeting, which are to be circulated to the Member Organisations and the Official Representatives as soon as possible.

Article 17. The Secretary General coordinates all EOC affairs, arranges meetings of the Board at least twice a year, of the AGM once a year in accordance with the arrangements necessary for this event, or of an EGM if necessary. He/she prepares the agenda stating all issues to be dealt with and to be sent to all Member Organisations and Official Representatives not later than four weeks before the AGM or an EGM is to take place. He/she will also present a report of last year's activities (see Articles 27, 28).

Article 18. An Official Representative unable to attend the AGM or EGM may write to the Secretary General, naming another Official Representative of his/her choice, who may act and vote on his/her behalf according to given instructions, or he/she may ask the Secretary General to present to the meeting his/her opinion on Agenda topics, as sent in in writing. By consent of the AGM interested persons may be present at the AGM as guests without voting rights.

Section III Elections, Proposals and Voting

Article 19. Election of Board members, Honorary Members and the Auditor will take place by the AGM after a nomination has been duly proposed, seconded in writing and submitted to the Board not later than six weeks before the AGM date. Each nomination will be voted on separately.

Article 20. In the case of more candidates being nominated than needed for a position on the Board or the Auditor post, the person receiving the most votes is elected. If voting does not result in a majority for a candidate, voting is to be repeated between the persons with equally high votes until a majority is achieved. Also in the case of just one candidate and a tied vote voting is to be repeated until a majority is achieved.

Article 21. Proposals to be discussed and to be decided on by the AGM or an EGM should be submitted to the Board in writing not later than six weeks before the meeting date.

Article 22. *Ad hoc* proposals made at the AGM or an EGM for discussion and decision may be put on the Agenda by a two third majority of all votes.

Article 23. A simple majority of the votes cast is required for all decisions to be accepted by the AGM, except in the case of a change of the EOC Statutes or the dissolution of the EOC, for which see Section V. Abstentions are not included in the total number of votes for the purpose of calculating a necessary majority.

Article 24. Voting takes place by a show of hands unless a request for a secret ballot is made and accepted by a majority of the AGM. In the event of a tied vote in cases other than elections voting is to be repeated not more than twice. If still no majority is achieved this result means rejection.

Section IV Financial Matters

Article 25. The financial year is the calendar year.

Article 26. The annual subscription of Member Organisations will be determined by the AGM. It is due not later than the first week of January of the current year. If the subscription has not been duly paid the voting rights of their Delegate will be suspended until payment has been made. A Member Organisation in arrears with its payments for more than two successive years will have its membership cancelled.

Article 27. At the close of the calendar year the Secretary General shall present a report of last year's general activities, the Treasurer about last year's financial activities, and he/she shall also forward all accounts and relevant financial documents, including the balance sheet, to the Auditor for inspection. The Auditor may also inspect other documents relevant to the Board's activities.

Article 28. The Auditor will prepare the result of his inspection to be submitted with the agenda to the next AGM for approval and for giving discharge to the Board, with abstention of the latter. If his/her result is not approved of, the Board or the Treasurer will be required to remedy the complaints, and a new report must be prepared and submitted within three months.

Article 29. The AGM should be informed, decide on or approve of the budget and any financial plannings.

Article 30. In the case that an EOCCE makes a profit a reasonable part of the profit shall be donated to the EOC. The EOC may also receive donations and bequests or accept sponsorships, if approved of by the AGM.

Article 31. Any personal claim of EOC members to EOC property is excluded

Article 32. Liable for any EOC obligations are the EOC assets solely. Individuals acting on behalf of the EOC are responsible personally for their negligence.

Section V Supplementary Regulations

Article 33. The Board may co-opt an alternative Board Member, Likewise the Honorary Members and the Delegates an alternative Auditor, in the event of a resignation or the termination of his/her service for other reasons. The co-opted person will serve until the next AGM, where he/she or another person duly proposed will be elected in the normal way.

Article 34. The Board may co-opt additional persons to assist and serve on the Board to fulfil special duties as temporary Board members. Co-opted Board members have voting rights but their number must not exceed three at any time.

Article 35. There may arise situations in which the activities of a Member Organisation or Official Representatives is felt to be in conflict with the purposes and aims of the EOC. In such a case they can be expelled by the AGM or an EGM by a two third majority if a respective proposal has been submitted in writing to all Official Representatives and after the Organisation or Representatives affected have been given the opportunity for a statement of their own.

Article 36. In the case of controversies between Member Organisations and/or Official Representatives, those not involved in the dispute should set up an Arbitration Committee with the function to try to settle the conflict or issues in question. If they should fail the AGM or an EGM should take a decision.

Article 37. In the case of a proposed change of the EOC Statutes a three quarter majority of the votes is required, also in the case of an intended dissolution of the EOC, and the AGM or an EGM will also decide in this case what is to become of possible assets.

Article 38. Any problem one thinks not sufficiently covered by an appropriate Article of these Statutes is to be brought before the AGM or an EGM, duly convened (see Article 16), to take a decision, as the Supreme Authority of the EOC, and in accordance with the Swiss Civil Code and Swiss law as stated in Article 1.

Statutes proposed by the EOC-board and approved by the AGM 12.4.2015, London