

## **STATUTES FOR BONSAI ASSOCIATION**

### **Article 1. Designation**

The association with the name “BONSAI - Big Open Network for Sustainability Assessment Information” (“The Association”) is formed as a non-profit organisation, registered under the Danish Business Register.

### **Article 2. Duration**

The Association is created for an indefinite time period.

### **Article 3. Purpose**

The purpose of the Association is to support science-based decision support for improving the sustainability of human activities, products and product systems, by empowering and engaging people around the world to collect and develop data on the impacts from human activities, products and product systems on the biophysical, social and economic environment, and to disseminate these data effectively and globally under a free license or in the public domain.

### **Article 4. Activities**

To fulfil this purpose the Association can undertake the following activities:

- Collection, aggregation, calculation, and dissemination of data on the interaction between human activities and between human activities and the environment, and the development of techniques, calculation routines, tools and educational materials for this.
- Provision of funds for the above activities
- Coordination and participation in the above activities, both when performed inside the Association or by parties outside the Association;
- Organization of conferences, and
- Any other activity similar to those mentioned here and that could be useful for promoting science-based sustainability assessment.

### **Article 5. Membership of the Association**

Membership of the Association is open to any physical person of any nationality.

### **Article 6. Offices**

1. The Association establishes its registered office at Danish Centre for Environmental Assessment, Aalborg University, Skibbrogade 5, 1., 9000 Aalborg C, Denmark.
2. By agreement of a simple majority of the General Assembly, the Association may establish sub-offices or branches in other places where its business will be carried out.

### **Article 7. The Board**

1. The Association shall be managed and represented by a Board consisting of up to 9 persons, as regulated by Article 8.
2. The Board constitutes itself with a Chair, a Vice Chair, and a Treasurer.
3. All positions that make up the Board shall be free-of-charge unless expressly agreed upon by a qualified majority of the General Assembly pursuant to Article 19.3 of the Statutes.
4. The Association may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

#### **Article 8. Election and removal of Board members**

1. The founding General Assembly elects by simple majority 2 Board members on a 2 year mandate and up to 3 Board members on a 1 year mandate.
2. The following General Assemblies elect up to 5 Board members for vacant positions on three year mandates, renewable indefinitely for periods of equal duration.
3. The Board elected by the General Assembly may co-opt up to 4 additional Board members representing important international organisations within data management, such as CODATA, the Research Data Alliance and the Belmont Forum, or among the members of the Association, on three year mandates, renewable indefinitely for periods of equal duration.
4. Members of the Board may voluntarily opt out of their position by submitting their resignation. Resignation of a position may also be caused by death or civil incapacitation.
5. Resignation of a Board member position may also be decided by a two-thirds qualified majority of the General Assembly, following breach of the obligations assigned to the Board member.
6. Cancellation of a position shall also be caused where there is a loss of membership status, which shall be processed according to the conditions laid out in Article 24 of the Statutes.

#### **Article 9. Transfer of powers**

Members of the Board who have exhausted the time for which they were elected, will continue to hold office until a replacement has been elected.

#### **Article 10. Internal Rules of the Board**

1. The Board shall meet as often as determined by its Chair and upon the initiative or request of two Board members. It will be constituted when at least more than half of its members are in attendance and a majority vote must be taken for their agreements to be valid. In the case of a tie, the Chair's vote will be decisive. The Internal Rules will establish the mechanisms for convening meetings, attendance and voting via teleconference.
2. Members of the Board that have a personal interest in any decision shall not engage in deliberation and voting on these issues.

#### **Article 11. Powers of the Board**

1. The powers of the Board shall extend generally to all acts pertaining to the aims of the Association, as long as the authorization of the General Assembly is not required, according to these statutes.
2. The particular powers of the Board are:
  - a) Direct social activities and carry out the economic and administrative management of the Association, while agreeing to execute relevant contracts and acts, without prejudice to the specific responsibility of the Treasurer and whoever is in accordance with the rules of procedure referred to Article 14.1 of the Statutes.
  - b) Implement the resolutions of the General Assembly.
  - c) Develop and submit the annual accounts and balance sheets to the General Assembly for approval.
  - d) Appoint delegates to a specific activity of the Association.
  - e) Employ a General Secretary or Executive Director and any other staff necessary to perform the activities of the Association

### **Article 12. The Chair**

The Chair shall have the following powers:

- a) Legally represent the Association before any kind of public or private entity;
- b) Convene, chair and adjourn the meetings held by the General Assembly and Board of Directors, and direct the proceedings of each;
- c) Order payments and authorize documents, records and correspondence via signature;
- d) Adopt any urgent measure that the proper functioning of the Association dictates or that in the development of its activities becomes necessary or convenient, bearing in mind that these decisions will subsequently have to be explained and justified to the Board.

### **Article 13. The Vice Chair**

The Vice Chair will substitute the Chair in his absence, caused by illness or any other cause, and shall have the same powers as the Chair.

### **Article 14. The Treasurer**

1. The Treasurer shall collect and have custody of funds belonging to the Association and shall comply with the orders issued by the Chair, in accordance with the procedure for the disposal and transfer of assets set out by the Internal Rules that shall be approved by the General Assembly. These Rules shall also establish circumstances in which payment orders shall require the counter signature of a Board Member in addition to the signature of the Treasurer.
2. Pending the adoption of the aforementioned Internal Rules, the Treasurer shall execute the payments ordered by the Chair.

### **Article 15. Vacancies**

Subject to Article 13 for the case of the Chair, in case of the vacancy of any other member of

the Board, the remaining members may co-opt from the Association Members the person who will temporarily carry out the duties of the vacancy. This charge will be subject to election at the first General Assembly to be held.

#### **Article 16. Supreme governing body**

The General Assembly is the supreme governing body of the Association and shall consist of all members.

#### **Article 17. Ordinary and extraordinary General Assemblies**

The General Assembly meetings shall be ordinary and extraordinary. The ordinary shall be held once a year within six months following the end of the year; the extraordinary will be held as circumstances dictate, at the Chair's discretion, if the Board so agrees or when proposed in writing by one-tenth of Association Members.

#### **Article 18. Call for General Assembly**

1. Notices of General Meetings shall be in writing, stating the place, date and time of the meeting and the agenda with concrete expression of the matters under consideration. There shall be at least 15 days between the call and the day appointed for holding the Assembly.
2. Internal Rules establish the mechanisms of call, attendance, voting and decision-making by teleconference, with full respect for the rights of participation, voting and replication, while ensuring the identity of the participants and the authenticity of their wills.
3. The Internal Rules shall establish the modes of representation of members in the General Assembly. In any case, the delegation of the vote will not be allowed to non-members. Pending approval of said Rules, the delegation of voice, but not vote will be permitted at the General Assembly.

#### **Article 19. Quorum and decisions of the General Assembly**

1. When a call has been made in accordance with Article 18, the General Assemblies, both ordinary and extraordinary, shall be validly constituted regardless of the number of voting members in attendance.
2. Resolutions are taken by simple majority of those present or represented when the yeas outnumber the nays, not being eligible for this purpose the null votes, blank votes, or abstentions.
3. A qualified majority of those present or represented shall be necessary, this will result when the affirmative votes are equal or greater than two thirds of the votes counted, for:
  - a) Dissolution of the entity.
  - b) Amendment of the Statutes.
  - c) Provision or sale of goods that form part of the assets of the Association.
  - d) Compensation of members of the representative body.

#### **Article 20. Powers of the General Assembly**

The powers of the General Assembly are:

- a) Approve the management of the Board.

- b) Review and approve the Annual Accounts.
- c) To elect the members of the Board.
- d) Establish periodic or extraordinary membership dues.
- e) Dissolution of the association.
- f) Amendment of the Statutes.
- g) The purchase and sale of physical capital goods.
- h) Agree, where appropriate, the remuneration of members of representative bodies.
- i) Any other than powers that are not attributed to another corporate body.

### **Article 21. Powers of an Extraordinary General Assembly**

An Extraordinary meeting of the General Assembly shall be convened for the following purposes:

- a) Amendments to the Statutes.
- b) Dissolution of the Association.

### **Article 22. Membership Cancellation**

1. Membership shall be cancelled for any of the following causes:

- a) By voluntary resignation, communicated in writing to the Board;
- b) Breach of financial obligations, if the member has failed to make two payments of the periodic dues;
- c) Activities that clearly violate the Association's purposes;
- d) Engagement in activities contrary to the Statutes, violating the agreements validly adopted by the governing bodies and representatives of the Association, or violating the obligations arising therefrom.

2. Before proceeding with the cancellation any member shall be entitled to a hearing procedure and practice of contradictory evidence before the deciding body.

3. The members whose resignation is not voluntary may appeal the decision to the General Assembly at the first meeting to occur after being informed of the decision.

### **Article 23. Rights of members**

The members shall have the following rights:

- a) Take part in all activities organized by the Association pursuant to its purposes. Participation fees may apply and may be differentiated.
- b) Participate in the Assemblies with voice and vote.
- c) Be eligible voters and be elected to Board positions.
- d) Be informed of the resolutions adopted by the organs of the Association.
- e) Make suggestions to the Board Members in order to better fulfil the purposes of the Association.

### **Article 24. Disciplinary Regulations**

1. The General Assembly may invoke, by qualified majority, an investigation and resolution of disciplinary cases, naming amongst its members a leader and a secretary of the

investigation. Investigations shall include the right to a hearing and information to interested parties and the reasoned decisions of the sanctions that may be imposed.

2. When the sanction is the forced resignation of a member, there exists a right to appeal the decision by the Board before the General Assembly as provided in Article 22.3 of these Regulations.

#### **Article 25. Financial Resources**

The funds that will be used for the development of the purposes and activities of the Association are:

- a) The membership dues, periodic or extraordinary.
- b) The grants, bequests or inheritances that could legally be received from members or third parties.
- c) Income from the activities of the Association.
- c) Any other lawful resource.

#### **Article 26. Initial equity**

The Association does not have initial capital.

#### **Article 27. Membership fees**

Membership fees will follow the calendar year.

#### **Article 28. Dissolution**

The Association will be dissolved voluntarily when so resolved by the Extraordinary General Assembly convened for that purpose in accordance with Article 19 of the Statutes.

#### **Article 29. Liquidation committee**

In case of dissolution, a liquidation committee shall be appointed which, once all debts are resolved, and if there is excess liquid, shall allocate to another association, foundation or non-profit organization whose purposes are similar to those covered in Article 3 of the Statutes.

So Decided by the Founding General Assembly, 2014-06-02, and put in writing and signed by the Chair.



Bo Weidema, Aalborg