



# BYLAWS OF THE GLOBAL ECOVILLAGE NETWORK

## Name and domicile of the Association

1. The name of the Association is the Global Ecovillage Network, abbreviated to GEN-International. The Association's principal office is at: **The Park – Findhorn, Forres, Morayshire – IV36 3TZ Scotland, UK.**
2. The Association shall have a registered agent, to be selected by the Board. The agent shall be responsible for the maintenance of corporate standing, receipt of process, and any corporate filings required by law.

## Vision, Mission, and Goals

1. **Vision:** The Global Ecovillage Network envisions a world of empowered citizens and communities, designing and implementing their own pathways to a sustainable future, and building bridges of hope and international solidarity.
2. **Mission:** As a solution-based, multi-stakeholder alliance, GEN provides information, tools, examples and global representation to the expanding network of those dedicated to developing and demonstrating sustainability principles and practices in their lifestyles and communities around the world.
3. **Goals:**
  - a) To advance the education of individuals from all walks of life by sharing the experience and best practices gained from the networks of ecovillages and sustainable communities worldwide.
  - b) To advance human rights, conflict resolution and reconciliation by empowering local communities globally while promoting a culture of mutual acceptance and respect, effective communications, and cross-cultural outreach.
  - c) To advance environmental protection globally by serving as a think tank, incubator, international partner organization and catalyst for projects that expedite the shift to sustainable and resilient lifestyles.
  - d) To advance active citizenship and community development by coordinating the activities of regional ecovillage networks and reaching out to wider society and policy makers in order to accelerate the transition to sustainable living.

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The Global Ecovillage Network is a registered charity: SC043796 and has consultative status in the UN-ECOSOC

[www.gen.ecovillage.org](http://www.gen.ecovillage.org)



## **Structure of the Global Ecovillage Network**

The Global Ecovillage Network represents ecovillage networks, ecovillage projects and individuals committed to achieving the Mission and Goals of the organisation. The Board and Staff develop the functions and activities to achieve the Mission and Goals. There are working groups established as per articles below to achieve these purposes.

### **Charity Trustees – Representation on the GEN-International Board**

1. The Board is composed of up to three Charity Trustees representing each of the Regional and Thematic Networks of GEN. Of these three, no more than two shall be actively present and have voting responsibilities at any one board meeting. The additional representative may be a silent observer at the meeting.
2. The Charity Trustees (also referred to as Board Members) shall be proposed to the General Assembly by the Regional and Thematic Networks and will be officially instated by the General Assembly.
3. Charity Trustees have the responsibility to serve the interests of GEN-International and serve as double-links, sharing information about their Regional or Thematic Network in the Board of GEN-International; and sharing information about GEN-International within their Regional or Thematic Network. If possible, these two functions shall be separately held by two different Trustees.
4. Charity Trustees shall notify the Board and staff of GEN-International upon selection or change of GEN-International Members from within their Regional or Thematic Network.
5. In the event that a Regional or Thematic Network is unable to provide representation in a timely manner, the Board is empowered to select appropriate interim regional representation. The Board will work with the respective Regional or Thematic Network Council to obtain representatives selected in as timely a manner as possible to replace the interim representative.
6. The Board may engage experts and appoint consultants, ambassadors and advisors for any task deemed necessary with agreements determined on a case-by-case basis.
7. Charity Trustees
  - a. Must be members of the organization and elected as per the Constitution.
  - b. Perform their duties in accordance with the Vision, Mission and Goals and as per the Constitution and 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005. Any breach is to be corrected by the Charity Trustee and not repeated.



- c. Manage the organization including its assets and operations and dutifully exercise all powers of the organization.
- d. Commit to attending meetings of the Board and may be removed from office for missing more than 3 consecutive meetings without good reason.
- e. Provide written notice of withdrawal from the position to the Gen-International Board.

### **Members of GEN-International – Representation in the GEN-International General Assembly as described in the Constitution**

1. GEN-International Membership
  - a. There shall be 7 Members designated by of each Regional or Thematic Network. The representatives are chosen from the Regional or Thematic Network’s council, staff and membership. These members attend one virtual or face-to-face GEN-International General Assembly (AGM) per year and partake in conversations on the GEN-International Members email list.
  - b. Members will perform their duties within the Vision, Mission and Goals and as per the Constitution and section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005.
  - c. Members will comply with the code of conduct prescribed by the Board which is supplemental to the conduct required in the Constitution and the Charities and Trustee Investment (Scotland) Act 2005.
  - d. Members must follow the application and withdrawal processes described in the Constitution.

### **Standards for the Regional Networks of the Global Ecovillage Network**

1. The original Regional Networks are identified in the Constitution but Regional or Thematic Networks may change or emerge. Each Regional or Thematic Network shall have a cohesive purpose and a natural consistency as far as cultural, linguistic or geographical aspects are concerned. In case of a geographical aspect, the region will contain as an absolute minimum two different countries.
2. Entities wishing to become Regional Networks must follow the membership application procedure as developed by the Board.
3. Each Regional or Thematic Network is required to designate 7 representatives as Members of GEN-International.
4. Each Regional or Thematic Network is encouraged to designate representatives to actively



participate in and form the Working groups of Gen-International described in the working group articles below.

5. Each Regional or Thematic Network shall submit an annual financial and activity report to the Board.

### **Procedures for implementation of these Standards**

1. If a Regional or Thematic Network is found to be in non-compliance with the standards, the Board may -
  - a. suspend the Regional or Thematic Network from GEN, including:
    - i. deleting the Regional or Thematic Network's contact information from GEN's publications and website,
    - ii. deleting the Regional or Thematic Network website from the GEN server, and
    - iii. preventing the Regional or Thematic Network from using GEN's name.
  - b. ultimately dissolving the Regional or Thematic Network's Membership in GEN-International and removing the members from that Regional or Thematic Network as defined in these by-laws and the Constitution.

### **Powers of the Board**

1. The Board shall develop a procedure for application, review and acceptance of Regional or Thematic Networks and their representatives (Charity Trustees and GEN-International Members) to the Board.
2. The Board or General Assembly may remove Charity Trustees in accordance with the Constitution.
3. The Board may at any time seek mediation, with assistance from consultants, in resolving disputes between the Association and a Member, an individual or other organization.

### **Right to Indemnification**

The Association shall indemnify any Charity Trustee, Officer, agent, employee, or other party who, acting in good faith as a representative of the Association shall be made a party to any action, suit or proceeding arising out of their activities. In cases where the party did not act in good faith and conduct, the Association is authorized to act to settle or pursue litigation or investigations to preserve the good name of the Association.



## **Meetings**

1. It shall be the duty of the Secretary and the Chair (also called the President) to prepare and transmit notices of meetings and the draft agenda.
2. A notice of the meeting shall be transmitted to each Charity Trustee not less than 15 days in advance of the meeting. Face to face meetings shall have 60 days advance notice. Advance notice may be waived by consensus of the Board
3. The notice shall state date, time, place and a call for agenda items to be sent to the Secretary.
4. Proposals to be considered at the meeting shall be forwarded to the Board at least 7 days prior to the meeting when possible. Proposals may also be accepted by consensus of the Board, at the meeting.
5. A draft agenda shall be forwarded to the Board by the Secretary not later than 2 days prior to the meeting
6. Email messages, web forums, letters, and faxes are valid as to fulfilling all requirements for notice, transmission of agenda, submission of proposals, and other communications as required in these Bylaws.

## **Conduct of Board Meetings**

1. Meetings are conducted by selected facilitator(s), who shall coordinate the meeting process.
2. The Secretary or a designated recording secretary shall take minutes of the meeting. The minutes shall be approved by the Board and signed by the Chairperson or Secretary or their designee.
3. All resolutions shall be approved by consent of the Board and if consent cannot be reached decisions will be made as per the Constitution.
4. Valid Meetings of the Board may take place in person, by telephone, or any live-stream virtual forums, and must be attended by a quorum of 1/2 the Board members.

## **Conduct of business between meetings**

The Board may make decisions between meetings by electronic means, including but not limited to email, online conference or teleconference. If any Charity Trustee to the Board does not respond to a resolution proposal within 15 days of notice, the Charity Trustee is deemed to have consented.



## **Officers**

1. The Officers of the Association shall be selected by the Board, and include Chair (also called President), Treasurer, Secretary and such other Officers as the Board shall deem necessary for transaction of business. They will be officially blessed by the General Assembly.
2. The term of the Officers shall be two years, plus any interval until and including the next Board meeting following the second year and may be prolonged by the Annual General Assembly.
3. The Board shall appoint the day-to-day activities of the Association to a team of staff operating under the general supervision of the Board.
4. The Secretary shall have charge of communications, record-keeping, and legal requirements for the Association.
5. The Treasurer shall have primary responsibility for managing the Association's funds and maintaining the accounts of the Association. The treasurer shall compile an annual budget and such other financial reports as the Board may request.
6. In case of the absence of any Officer, the Board may delegate the powers and duties to any other Officer or to any qualified person until the next regular meeting of the Board or until a replacement Officer may be appointed by the Board.

## **Working Groups**

1. The Board may establish Working Groups as projects and tasks arise as per the Constitution. The initial Working Groups are: Internal Communication; Education and Research; Fundraising; Public Relations and Design; Information Technology; and Networking and Outreach.
2. Each Working Group shall have, as far as possible, double-link connections to ensure a good flow of information, both with the Board of GEN (may be through the Working Group 'Internal Communication') and with the Regional or Thematic Networks.
3. Working Groups have the authority to make decisions necessary to achieve their defined purpose and within the frameworks set by the Board and the Budget of GEN-International.
4. GEN aims to pay staff at a rate commensurate with their skill and commitment



## **Elders, Ambassadors and Organizational Partnerships**

1. A roster of international colleagues shall be maintained consisting of invited individuals for specific tasks or assignments in their areas of expertise, to advance the purposes of the Charity. Charity Trustees and GEN-International Members may propose colleagues for the roster, subject to approval by the Board. Removal of roster members shall be approved by consensus of the Board.
2. Qualifications and terms of engagement shall be determined by the Board.
3. Organizational Partnerships may be established upon direction and approval of the Board for specific collaborative projects and to advance the purposes of the Association.

## **Restrictions and limitations**

1. No distribution of earnings or assets shall be made to the Charity Trustees, Staff or other private persons, except to pay reasonable compensation for services rendered that further the purposes of the Charity and as authorized by law.
2. The Members, Board and Officers of the Charity shall not be personally liable for the debts and legal liabilities of the Charity that were lawfully incurred in accordance with the by-laws and Constitution.
3. No Charity Trustee, Officer, agent or employee may indebt the Charity. Only the Board may act to indebt the Charity.
4. No Charity Trustee, Officer, agent or employee may transfer real property of the Charity. Only the Board may act to transfer real property.
5. The Association shall issue no capital stock. It reserves the power to hold the capital stock of any other Charity or limited liability Association.
6. The private property of the donors, Members, Charity Trustees, Officers, agents, or employees of the Association, and their heirs in perpetuity, shall not be subject to the payment of corporate debts or lawful judgments against the Charity, to any extent whatever.
7. No Charity Trustee or Officer may endanger the health or safety of any agent or employee of the Charity. Assignments for hazardous duty may only be given with the informed consent of the persons affected and with the unanimous approval of a quorum of the Board.

## **Amendments**

The Board shall adopt, amend, or repeal the By-Laws and, with approval of the GEN-International Members, the Constitution.



Adopted by resolution of the Board of Charity Trustees this \_\_\_ the day of \_\_\_\_\_, 2013.  
By ATTESTATION:

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## **Glossary**

**Global Ecovillage Network** also known as GEN-International is the Association or Organisation which is a Scottish Charitable Incorporated Organisation (SCIO) and functions as per the Constitution and the by-laws.

**Regional or Thematic Networks** are the constituent divisions established to achieve the Mission and Goals of the organisation. They include Regional Networks and other units with cohesive purposes and based on cultural, linguistic or other purposes. They are the incorporated or unincorporated bodies that represent the Regions as established by the Constitution and by-laws of the Organisation.

**GEN International Members** are the representatives from the Regional Networks and have completed the application process and have been admitted by the Board of GEN-International and carry out the functions as described in the Constitution.

**The Board** is made up of representatives from the Regions (Charity Trustees) as selected by the process in the Constitution and generally control the activities of the organization and hold regular meetings.

**Officers** are the Chair (President), Secretary and Treasure as required by the Constitution and any other Officers as approved by the Board.

**Charity Trustees** are the people serving on the Board and are selected as per the Constitution. Charity Trustees receive no remuneration for the regular Board activity work.

**Staff** are persons who are employees of the organization and are paid for their regular work for the organization.

**Regional Network Councils or Regional Councils** are the Bodies that control the activities of the Regional Networks. They may employ Regional Staff as required.