

STATUTES

of the International Commission
for the Protection of the Alps

(CIPRA-International)

Situation as at: 22 September 2005



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Preamble

The Alps are the largest continuous mountain range in central Europe. A unique beauty and ecological diversity characterise this living space, economic area and cultural region distinguished by a special natural environment, culture and history, shared by several peoples, states and regions.

The Alpine region comprises both economically advanced regions, with mostly high and steadily rising demands by the population on the region's natural assets, and economically poorly structured regions, some of which have to contend with considerable and worsening environmental problems.

That is why ecological requirements are to be prioritised over economic interests to ensure long-term conservation and shape the Alps as a living space, economic area, natural environment and area of recreation. In this context the needs of the local population are to take priority over outside demands. Safeguarding the population's natural basis of existence within and outside the Alpine region requires the strict observation of the precautionary principle.

As a responsible non-governmental organisation with representatives in all Alpine states the International Commission for the Protection of the Alps (CIPRA) advocates the conservation and environmentally compatible development of the Alpine region. It supports similarly structured efforts by the parliaments and governments of those states and countries which have a share in the Alps, including their working groups, the Council of Europe, the European Union, and other relevant governmental and non-governmental organisations. CIPRA also encourages efforts aimed at strengthening a Europe of regions in which mountain regions also have a greater say in safeguarding their interests. CIPRA advocates in particular the implementation and further development of the Convention for the Protection of the Alps (Alpine Convention).

Section 1: Name, organisation, objectives, activities

Art. 1: Name and legal form

The name CIPRA-International Association (Commission Internationale pour la Protection des Alpes, Internationale Alpenschutzkommission, Commissione Internazionale per la Protezione delle Alpi, Mednarodna komisija za varstvo Alp) denotes a non-denominational, non-political and supranational association pursuant to Section 246 of the Liechtenstein Civil Status and Company Law.

The association is registered with the Liechtenstein Public Registry.

Art. 2: Domicile

CIPRA-International is domiciled at Schaan in the Principality of Liechtenstein.

Art. 3: Languages

CIPRA-International's official languages are German, French, Italian and Slovenian.

Art. 4: Financial year

The financial year is based on the calendar year.

Art. 5: Non-profit-making status

CIPRA-International exclusively and directly pursues non-profit-making purposes as defined by the Tax and Fiscal Code (Section 259 of the Liechtenstein Civil Status and Company Law); CIPRA-International allocates its funds only for purposes in accordance with its Statutes.

Art. 6: Objectives

The objectives of CIPRA-International are to preserve and safeguard the natural basis of existence, the achievement potential of the eco-system, the beauty and diversity of the landscape, and the rich cultural legacy in the Alpine region, including the pre-Alps.

Art. 7: Fields of activity

CIPRA-International's fields of activity consist of contributions to solving problems in the following areas:

- a) Issues relating to the protection and development of nature and landscape; the conservation of cultural diversity; regional planning

and land development including the use of natural bases of existence; the development of housing, economic activities and infrastructure; leisure and recreation; tourism; transport; energy generation and utilisation in the Alpine region;

- b) Issues relating to research, education, information and documentation as defined by the objectives.

Art. 8: Measures

Concrete measures to achieve the objectives include in particular:

- a) Advising decision makers responsible for the Alpine region;
- b) Co-operating with parliaments, governments and law courts and with organisations, institutions and private individuals pursuing comparable objectives;
- c) Exchanging expertise and experience between different legal, linguistic and cultural areas;
- d) Preparing and staging symposia;
- e) Circulating technical information;
- f) Promoting environmental awareness and environmental education;
- g) Public relations work;
- h) Drawing up resolutions and declarations and submitting recommendations on topical issues;
- i) Participating in concepts, conventions, agreements and measures in keeping with the objectives.
- j) Promoting and nurturing regional and local cultural particularities;
- k) Formulating, co-ordinating and conducting application-orientated research projects in the areas listed under Art.7 lit. a).

These measures may be carried out on a task-sharing basis with other organisations or institutions.

Section 2: Membership

Art. 9: Membership types

CIPRA-International recognises the following types of members:

- a) Ordinary Members,
- b) Extraordinary Members,
- c) Sponsoring Members,
- d) Honorary Members.

Art. 10: Ordinary Members / national representatives

Ordinary Members comprise the national CIPRA representatives of Austria, France, Germany, Italy, Liechtenstein, Slovenia, and Switzerland.

The national representatives are associations of organisations with objectives like-minded with those of CIPRA; they may also comprise representatives of research and science, local authorities, sponsors and all other interested agencies.

The Assembly of Delegates decides on the motion for admission as Ordinary Member by a two-thirds majority, without statement of reasons.

Only one Ordinary Member from each of the states listed under Section 1 may be admitted.

Art. 11: Name and legal form of Ordinary Members

The national representatives use the name CIPRA in combination with the name of the state concerned.

The national representatives elect the legal form most appropriate to achieving CIPRA's objectives and conduct their own organisational matters. They should endeavour to be recognised as a non-profit-making organisation.

Art. 12: Co-operation between Ordinary Members

The national representatives are to co-ordinate activities which have repercussions on other countries with the national representatives of the countries concerned.

In the event of differences of opinion in cross-border matters they accept the majority resolutions of CIPRA-International.

Art. 13: Extraordinary Members / regional representatives

Any international governmental and non-governmental organisation or national representative of states other than those listed in Art. 10 which support the objectives and tasks of CIPRA-International in accordance with Art. 6 may become an Extraordinary Member.

Regional and/or supranational representatives may also be admitted as Extraordinary Members by agreement with the relevant national representatives. The provisions for national representatives apply accordingly to regional representatives.

The Assembly of Delegates decides on the motion for admission as Extraordinary Member by a two-thirds majority, without statement of reasons.

Art. 14: Sponsoring Members

The Presiding Committee may admit legal and natural persons as Sponsoring Members by a two-thirds majority vote.

Sponsoring Members undertake to promote both materially and immaterially and to the best of their abilities the objectives and tasks specified in these Statutes.

Art. 15: Honorary Members

The Assembly of Delegates may nominate natural persons as Honorary Members following a motion by the Presiding Committee.

Art. 16: Membership fees

Ordinary Members pay the membership fee adopted by the annual assembly as a minimum annual fee.

The annual fee to be paid by Extraordinary Members and Sponsoring Members is agreed separately with the Presiding Committee.

The fee is due at the end of March for the current year. Any arrears due will be settled first.

The voting right of an Ordinary Member or Extraordinary Member may be suspended if said member is in arrears by at least one annual fee.

The rights of Sponsoring Members are suspended if they are in arrears by one annual fee or more.

No fee is due by Honorary Members.

The Association's liability is limited to its own assets. The members' liability is limited to the membership fee.

Art. 17: End of the membership

Membership ends upon the dissolution or death of a member or with a notice of resignation, provided such notice is received in writing at the latest by 30 September for the end of the calendar year.

The Presiding Committee may resolve to expel a member by a two-thirds majority vote in the event of the latter's repeated and/or serious breach of these Statutes. The member concerned is to be heard prior to the decision; the Ordinary Member may demand judgement by the Assembly of Delegates, whose decision shall be final.

A retiring Ordinary Member is to hand over to his/her legal successor or to the President all the documents and funds necessary for the continuation of business, and to do so in full and in an orderly manner.

Section 3: Organisation

Art. 18: Bodies

CIPRA-International comprises the following bodies:

- a) Assembly of Delegates
- b) Presiding Committee,
- c) Executive Board,
- d) Treasurer,
- e) Auditor.

Art. 19: Assembly of Delegates

The Assembly of Delegates is CIPRA-International's supreme body. It is made up of the delegates of the Ordinary and Extraordinary Members and meets at least once a year. It is to be convened by the President in writing, by post or e-mail, at least six weeks in advance, giving official notice of the draft Agenda, and chaired by the President.

Additions to the Agenda are to be proposed at least three weeks in advance. Further additions may be adopted at the Assembly of Delegates, provided their urgency is recognised by a two-thirds majority of the delegates present.

Extraordinary Assemblies of Delegates are to be convened if petitioned by at least two national delegations.

Minutes of all resolutions adopted at each Assembly of Delegates are to be taken.

Should a public announcement be required, it shall be made in due legal form.

Art. 20: Voting rights at the Assembly of Delegates

Each national representative is entitled to six seats in the Assembly of Delegates. The national representatives are to ensure a balanced representation in nominating their delegations.

Extraordinary members have in principle one seat in the Assembly of Delegates. In justified exceptional cases the Assembly of Delegates may grant regional committees two seats at the Assembly of Delegates at the request – and with the consent – of the national committees concerned, by a two-thirds majority.

Extraordinary Members have a maximum of twelve votes in total; if the quota is used up, the Assembly of Delegates regulates the quota distribution after having heard the Extraordinary Members.

The delegates entitled to vote are appointed by the Ordinary Members and the Extraordinary Members; deputy delegates can be appointed without restriction; delegates and their deputies are to be made known to the President in writing at the latest two weeks before the Assembly of Delegates.

Sponsoring Members are to appoint their representatives, and attend in an advisory capacity.

Honorary members attend in an advisory capacity.

The Executive Board may allow admit rapporteurs at the Assembly of Delegates.

Each delegate has one vote. Proxy voting is not permitted.

Art. 21: Duties of the Assembly of Delegates

The duties of the Assembly of Delegates are as follows:

- a) to elect the Executive Board and the Auditor for a term of three years each; both the Executive Board and the Auditor remain in office until such time as a successor has been elected; should a person withdraw from office prematurely, a substitute is elected at the next Assembly of Delegates, the substitute to remain in office until the regular election is held; until said Assembly of Delegates is convened, the President appoints a provisional representative;
- b) to approve the work programme and the budget;
- c) to adopt resolutions and declarations;
- d) to receive and debate the annual reports of CIPRA-International, the national and regional representatives and the Sponsoring Members;
- e) to give formal approval of the Executive Board;
- f) to adopt the fees for Ordinary Members, to approve the annual accounts and to give formal approval of the Treasurer and Auditor;
- g) to adopt Standing Orders;
- h) to approve the Minutes of all resolutions adopted at the previous meeting.

Art. 22: Presiding Committee

The Presiding Committee consists of the Executive Board and two representatives of each of the national delegations as well as one representative of each Extraordinary Member.

Extraordinary Members have a maximum of six votes in total. If there are more than six Extraordinary Members, the Presiding Committee settles their voting rights in the framework of their quota in consultation with the Extraordinary Members.

The Presiding Committee meets at least once a year. It is convened by the President in writing, by post or e-mail, at least four weeks in advance, giving official notice of the Agenda.

Additions to the Agenda are to be proposed at least two weeks in advance. Further additions may be adopted at the Presiding Committee meeting,

provided their urgency is recognised by a two-thirds majority of the members of the Presiding Committee present.

Should a public announcement be required, it shall be made in due legal form.

Art. 23: Duties of the Presiding Committee

The Presiding Committee may deliberate on all matters to be adopted by the Assembly of Delegates and put applications to it. The Presiding Committee determines the content, date and time, and place of performance of important events.

It may set up committees or working groups to deal with specific tasks.

The Presiding Committee appoints the Management at the proposal of the Executive Board;

It submits its nominations for the Executive Board, Treasurer and Auditor to the Assembly of Delegates.

Minutes of all resolutions adopted at each meeting of the Presiding Committee are to be taken.

Art. 24: Executive Board

The Executive Board comprises the President, the first and second Vice Presidents, and the Treasurer. It can consist of one or two other members as additional Vice Presidents, advisers or members of the Executive Board with special duties. The Executive Board manages the affairs of CIPRA-International in accordance with the Statutes, the resolutions of the Assembly of Delegates and the Presiding Committee. It draws up guidelines and defines the main focus of work in accordance with the association's objectives pursuant to Section 1.

Meetings of the Executive Board are convened by the President in writing, by post or e-mail, at least one week in advance, giving official notice of the Agenda.

Meetings of the Executive Board can also take the form of telephone conferences.

Art. 25: Duties of the Executive Board

The Executive Board assumes decision-making powers in urgent cases when such powers are reserved to other bodies. The decisions are to be submitted immediately to the relevant bodies for approval. If urgency requires, the President may also take decisions without convening the Executive Board, such decisions to be submitted immediately to the Executive Board for approval.

The Executive Board oversees the Management and supervises the administration of finances.

The unanimous Executive Board can commit CIPRA-International as main sponsor or partner of events, provided they correspond with CIPRA's objectives and are clearly international and cross-national in character. The national representative of the country in which the event is to take place is to be informed and consulted beforehand.

The unanimous Executive Board can sign statements and announcements on behalf of CIPRA-International, provided they correspond to CIPRA's objective and are international and cross-national in character.

Art. 26: Duties of the President

The President conducts CIPRA-International in accordance with the Statutes, the resolutions of the Assembly of Delegates, the Presiding Committee, and the Executive Board. In cases where he/she is prevented, the President is represented by the first Vice President; in cases where he/she is prevented, by the second Vice President.

The President outwardly represents CIPRA-International, chairs the meetings of the Presiding Committee, the Assemblies of Delegates and the Executive Board, and convenes said meetings in good time, giving official notice of the Agenda.

The President submits an annual report to the Assembly of Delegates.

Art. 27: Treasurer and Auditor

The Treasurer verifies the orderly treasurership of CIPRA-International. He/she ensures the timely receipt of membership fees and takes part in attracting Sponsoring Members and other financial backers.

The Auditor verifies the annual accounts of CIPRA-International and reports to the Assembly of Delegates.

Art. 28: Adoption of resolutions and voting

The Assembly of Delegates, the Presiding Committee and the Executive Board are deemed quorate if duly and properly convened.

They adopt their resolutions by a simple majority of votes cast, unless otherwise specified in these Statutes.

The Presiding Committee may also adopt circular resolutions.

If votes are tied, the President has a casting vote.

At elections both the Executive Board and the Ordinary Members have a right of nomination. Ordinary Members notify the Executive Board of their nominations or submit them at the relevant meeting.

A written vote is conducted if more than one candidate is nominated for office.

If no candidate obtains an absolute majority, a decisive ballot is to be held between the two candidates with the largest number of votes, with the relative majority of votes deciding; in the event of a tie the ballot is repeated until one of the candidates is able to secure a majority of votes.

Art. 29: Executive Office

The Executive Office conducts ordinary business based on the Standing Orders.

At the suggestion of the Executive Board the Presiding Committee may appoint a management team to run the Executive Office.

Art. 30: Financial competence

Responsibility for the approval of non-budgeted expenditure is allocated as follows:

- a) up to CHF 10,000: the Management
- b) up to CHF 50,000: the Executive Board
- c) up to CHF 100,000: the Presiding Committee
- d) for all amounts over CHF 100,000: the Assembly of Delegates.

Section 4: Amendments to and interpretation of the Statutes

Art. 31: Amendments to the Statutes

The Assembly of Delegates may adopt amendments to the Statutes by a two-thirds majority of the votes of the delegates present. The wording of the proposed amendment to the Statutes is to be communicated to all the Ordinary Members no later than eight weeks prior to the Assembly of Delegates.

Art. 32: Interpretation of the Statutes

In the event of differences in the interpretation of the Statutes all CIPRA languages are equivalent. Should the different versions contradict at any point, the Executive Board interprets the meaning of the point taking all the language versions of the Statutes into consideration.

Section 5: Dissolution and liquidation

Art. 33: Dissolution

The dissolution of CIPRA-International requires a resolution of the Assembly of Delegates with a two-thirds majority of the delegate votes present. Such a motion cannot be adopted as a complement to the Agenda.

Art. 34: Liquidation

The winding-up of any existing assets is to be decided at the same time as the resolution to effect dissolution. The assets are to go to a tax-privileged corporate body with a similar purpose.

Section 6: Coming into force

The present Statutes come into force on 22 September 2005 and replace the version of 25 September 1997 of the Statutes of 5 May 1952.