

Statutes of the Association

Carbon Market Watch – Centre of Development & Environment ZVR-Zahl: 149428208

9. June 2017

§ 1 Name and Seat

The Association « Carbon Market Watch – Centre of Development & Environment» is seated at Aug 41, 5163 Mattsee, Austria, and registered in the Register of Associations at the District Administration of Salzburg-Region, Karl-Wurmb-Straße 17, 5020 Salzburg, Austria.

§ 2 Purpose, Objectives and Activities

1) The Association, whose activities are not for profit, is aiming at:

- a) Contributing to promoting the principle of sustainable development and an environmentally sound economy as key pillars of society, politics and business;
- b) Conserving biological diversity and protecting and restoring nature and all its components as well as halting the destruction and degradation of nature and the environment;
- c) Supporting civil society groups in developing countries to protect themselves against the impact of climate change and to adapt to the requirements of a sustainable energy system;
- d) Opposing activities of society, politics and business that impair the quality of life and the environment; and
- e) Promoting models and best practice examples for sustainable ways of living and working, both in developed and developing countries.

2) Activities of the Association are in particular:

- a) Publication and dissemination of information
- b) Capacity building for civil society groups in developing countries
- c) Awareness raising for sustainable lifestyles
- d) Establishing contacts to other groups in society

§ 3 Fundraising

1) The funds necessary to implement the Association's activities are raised by membership contributions as well as grants.

2) The Association's funds may only be used for the statutory objectives of the Association.

3) The Association's funds may only be spent within the agreed budget.

4) No person may receive unduly high compensation or compensation for purposes alien to the Association's statutory purposes.

§ 4 Membership

1) The Association has full and supporting members.

2) Members can be other associations or private citizens that recognize the Principles and work for the purposes stated in §2.

3) The General Assembly decides about membership applications after taking into account the advice of the Board. Applications of supporting members do not need approval by the General Assembly.

4) Membership ends by dissolution of the member organisation, withdrawal, disqualification or cancellation from the membership list.

- 5) Withdrawal takes place by a written declaration to the Board by 31 July, effective that respective end of the year.
- 6) A member can be disqualified by decision of the Board or the General Assembly for the following reasons:
 - a) Serious violations of the objectives of the Association or decisions of the General Assembly,
 - b) Serious damages to the reputation of the Association,
- 7) The decision of the Board can be appealed by the disqualified member at the General Assembly.

§ 5 Rights and obligations of the members

- 1) Full members have the right to propose motions and to vote.
- 2) Members support the Association's statutory objectives and activities.
- 3) Full members are invited to pay their membership fees by 1 July every year. The amount of the membership fee is decided by the General Assembly, upon a proposal by the Board. In justified cases, the Board can reduce the membership fee.
- 4) Supporting members support the organisation either financially or in kind. They have the right to propose motions and to stand as a candidate for elections, but do not have the right to vote.
- 5) Membership in the Association does not lead to a right to the assets of the Association.

§ 6 Statutory organs of the Association

Organs of the Association are:

1. the General Assembly
2. the Board
3. the Auditor

§ 7 General Assembly

- 1) The General Assembly is composed of full and supporting members and their representatives.
- 2) The meeting of the General Assembly takes place at least every two years. The invitations are sent out four weeks in advance, stating venue, time and agenda of the assembly.
- 3) The General Assembly is responsible in particular for the following tasks:
 - a) Acceptance of the Annual Report and Financial Statements
 - b) Exoneration of the Board
 - c) Election of the Board
 - d) Decision of the budget
 - e) Decision of the membership fees
 - f) Election of the auditor
 - g) Amendments of the Statutes
 - h) Deliberation of motions
 - i) Appointment of full members
 - j) Dissolution of the Association
 - k) Allocation of the Association's assets in case of dissolution
 - l) Decision on key issues of the work programme
- 4) In case a member cannot attend the meeting of the General Assembly, he or she can send a representative or delegate his/her vote to another member. Every member has one vote and cannot vote for more than two members not attending.
- 5) Motions for the General Assembly, including motions for amendments of the statutes, must be presented in written form not later than four weeks before a meeting of the General Assembly.
- 6) At the beginning of the General Assembly the Chair has to establish whether the invitation has been sent out in due order and due time. Every General Assembly duly convened has the quorum, no matter how many members attend.

§ 8 Board

- 1) The Board is composed of
 1. the Chair
 2. the Vice-Chair
 3. At least three members
- 2) The Board carries out the executive activities according to the statutes and within the decisions of the General Assembly.
- 3) The President convenes the General Assembly and Board meetings. He/she is responsible for all issues that are not the responsibility of another Board member, but can delegate his/her responsibilities in general or in specific cases to other Board members or to the Executive Director.
- 4) The Vice-Chair represents the Chair in case of his/her incapability.
- 5) The Board members carry out duties in accordance with the decisions of the Board unless they are assigned to the Executive Director.
- 6) The Chair can represent the Association alone. In case of his/her inability the Vice-Chair represents the Chair.
- 7) The Board can confer authority to the Executive Director to take over the due management of the Association and to represent the Association in accordance with the rules of procedures of the Board.
- 8) The Board has the quorum when at least half its members are present. Decisions can also be made by the majority of its members in written circulation, if no Board member opposes.
- 9) The term of office of the board is two years.
- 10) The board will agree on rules of procedure.

§ 9 The Auditor

- 1) The Auditor elected by the General Assembly has to audit the balance sheets annually before the meeting of the General Assembly and has to report the results of the audit to the General Assembly.
- 2) The auditor must not be a member of the Board.

§ 10 Decision-making

- 1) At the end of the term of the Board elections are to be held. Re-election is possible.
 - 2) If a Board member terminates his or her membership in the Board before the end of the term, the General Assembly will elect a successor.
- 43 Elections are held by secret ballot at the meeting of the General Assembly. Votes about motions are held openly at the meeting of the General Assembly, unless at least one fourth of the present members demand a secret ballot.
- 4) If elections are to be held, the Board has to attach its proposed slate to the agenda of the ensuing meeting of the General Assembly. Candidates can be nominated by members no later than two weeks before the elections are to take place at the meeting of the General Assembly. Supplementary candidates can be proposed no later than one week before elections take place, but have to be presented to the members immediately.
 - 5) Votes are decided by simple majority of the valid votes cast. For amendments to the statutes, a two-thirds majority vote is necessary by the General Assembly.
 - 6) Elections for the Chair and Vice-Chair are held separately.

8) Every meeting of an organ of the association has to be documented by minutes that need to be signed by the Chair and the keeper of the minutes. The minutes need to reflect the essential elements of the meeting. The members have the right to see these minutes. The minutes of the General Assembly have to be circulated to the members.

§ 11 Arbitration of Disputes

- 1) The Board will always strive to arbitrate disputes among the members at the General Assembly.
- 2) If necessary, the General Assembly will ask the Board to conduct mediation talks.

§ 12 Dissolution of the Association and Disposition of the Association's Assets

- 1) The dissolution of the association can only be decided by a General Assembly called for that particular purpose and only with a majority of three fourths of the valid votes cast. The General Assembly called for the purpose of dissolving the Association has the quorum if it was convened no later than two months, indicating the purpose of the meeting.
- 2) In case of the dissolution of the Association or in case of the loss of tax-advantaged status the legally remaining assets of the Association will be conveyed to another non-profit entity for purposes of the protection of nature and the environment, according to a decision by the General Assembly. In this case, such decision needs the approval of the fiscal authorities to be carried out.

**** ** *