

# CHARTER OF GREEN CROSS INTERNATIONAL

*(Reviewed and approved by the GCI GA – January 2010)*

## Preamble

Life is precious. All forms of life have their own intrinsic value and share our planetary home in an interdependent community in which all parts are essential to the functioning of the whole. We have a moral and ethical obligation to preserve life in its integrity and maintain our planet healthy and secure for present and future generations.

As the issues of climate change and environmental degradation bring about a much needed wake up call to modern society with the realization that the global challenges of security, poverty and the environment are intrinsically connected Green Cross International will focus its activities on this critical nexus in the quest for a just, secure and sustainable future for humanity.

Therefore, we, the members of Green Cross International, based on the initial charter adopted at the first inaugural meeting in Kyoto, Japan, on 18-19 April 1993, and later modifications and the Earth Charter under the leadership of President Mikhail Gorbachev, founder and first President of Green Cross International, hereby adopt the following charter of Green Cross International.

### Art. 1 Name and Registered Office

In accordance with Articles 60 ff. of the Swiss Civil Code, an association is created under the name "Green Cross International" (hereafter named "GCI") and its registered seat is in the Canton of Geneva, Switzerland.

GCI shall have Headquarters in Geneva and Offices in other countries as the Board of Directors decide.

GCI headquarter should guarantee the respect of the mission, the objectives and the coherence of the GCI policies.

GCI will exercise its activities as an international, independent, non-for-profit, and non-governmental organisation.

### Art. 2 Mission

The mission of GCI is to respond to the combined challenges of security, poverty and environmental degradation to ensure a sustainable and secure future. To achieve this, GCI:

Promotes legal, ethical and behavioural norms that ensure basic changes in the values, actions and attitudes of government, the private sector and civil society, necessary to a sustainable global community;

Contributes to prevention and resolution of conflicts arising from environmental degradation;

Provides assistance to people affected by the environmental consequences of wars, conflicts and man made calamities.

GCI seeks solutions through dialogue, mediation and co-operation.

### Art. 3 Membership

The members of GCI are adopted by the General Assembly, based on recommendations of the Board of Directors.

The members of GCI are:

#### a) Voting Members

There are two categories of voting members with a right of participation to the General Assembly:

- Institutional members: duly established and recognized Green Cross National Organizations called "Green Cross + name of the respective country" (hereafter named "GCNOs". In countries, where the trademark "Green Cross" is already protected by third parties, the name "Green Cross" is replaced by "Global Green".
- Individual members: members of the Board of Directors.

Every member has the right of one vote. Members of the Board of Directors who are representing GCNOs in the Board have no right to vote as Members of the Board.

## b) Non-voting Members

- Members of the Honorary Board

### **Art. 4 Suspension and Termination of Membership**

The membership of institutional members may be suspended or terminated when:

- a GCNO adopts policies, programs or internal rules of procedure that are not in accordance the Charter of GCI.
- a GCNO fails in implementing the requirements defined in the recognition agreement.
- a GCNO declares the withdrawal of its recognition agreement.

The membership of individual members may be terminated by withdrawal, exclusion or death.

The Board of Directors will take decisions of suspension and termination of membership.

The termination decision is subject to final approval by the General Assembly.

### **Art. 5 Financial Means**

GCI is financed through:

- Annual contributions of its institutional members;
- Grants, gifts and donations from international agencies, national governments, foundations, corporations and individuals.

The contributions shall be used solely to cover core expenses of GCI Headquarters, concerning back office costs, co-ordination of international programs, start-up of new programs and start-up of new GCNOs.

Non-payment of the annual contribution is a flagrant violation of membership obligations. The relevant details are defined in the By-Laws.

### **Art. 6 Organization of GCI**

The bodies of GCI are:

- The General Assembly
- The Board of Directors
- The Honorary Board
- The Executive
- The Auditing Body

#### **Art. 6.1 The General Assembly**

The General Assembly is the supreme body of GCI that sets the general direction and priorities of the association and of the GCNOs.

General Assemblies are held every two years within six months after the end of the GCI fiscal year, which corresponds to the calendar year.

At General Assemblies substitution for institutional members and proxies to individual members are allowed as an exception.

The Board of Directors determines the site and date of a General Assembly and notifies the Members at least six months in advance.

Matters on the agenda of the General Assembly shall be announced and presented at least two months before it takes place.

Decisions of the General Assembly are taken with the simple majority of the votes of the participants, with exception of the approval of the Charter and Charter amendments, total or partial suspension of the activities of GCI and dissolution of GCI which requires a two-third majority.

The General Assembly has the following powers:

- Adoption of new GCNO Members;
- Election by secret ballot of the members of the Board of Directors;
- Election of the Members of the Honorary Board;
- Approval of the Auditing Body;
- Approval of the bi-annual financial statements of GCI of the last two closed fiscal years; and the statutory audit reports;

- Approval of the bi-annual reports of GCI of the last two closed fiscal years;
- Approval of the strategic and financial plan of GCI for the current and the next year;
- Release of the Board of Directors;
- Decision upon membership terminations;
- Approval of the Charter and Charter amendments;
- Total or partial suspension of the activities of GCI;
- Dissolution of GCI.

In the intermediate years the Board of Directors board would have to present within six months after the end of the GCI fiscal year, activity and financial reports to the members for information.

An Extraordinary General Assembly meeting must be convened when a demand for such meeting has been submitted to the Chairman of the Board of Directors from one fifth of the recognized members of GCI, in accordance with Art. 64 of the Swiss Civil Code.

## **Art. 6.2 The Board of Directors**

The Board of Directors of GCI (hereafter named "Board") is the top strategic and governing institution of GCI and consists of a minimum of 10 members.

The Board is composed of personalities with an international profile capable of making a valuable contribution to GCI with their expertise, experience and network. The Founding President and the GCI President are ex-officio members of the Board.

40% to 60% of Board Members should be top elected officials of GCNOs complying with the charter, elected by the General Assembly, according to the procedures defined in the By-Laws.

Geographical and gender representation in the Board should be assured.

The Chairman of the Board shall be elected by a majority of the Board of Directors and shall serve as Chairman for a period of four years. The Chairman is allowed to serve three consecutive terms if re-elected.

The members of the Board are elected by the General Assembly for four years. They are allowed to serve three consecutive terms if re-elected.

Vacancies in the Board may be filled by a vote of the majority of the remaining directors.

Each director so elected shall hold office ad interim until the next General Assembly.

GCI is validly represented vis-à-vis third parties by the signature of the Chairman of the Board, the Founding President or the GCI President together with the signature of another member of the Board or of the COO.

In recognition of the leadership of President Gorbachev, the founder and 14 years leader of GCI he is bestowed the life-long title of Founding President of GCI.

The Founding President has the mandate to represent GCI in particular in high-level official contacts.

The Founding President reports on these activities to the proper body at its first meeting following such action.

The Board is responsible for leadership and representation of GCI and defines the mission implementation strategy.

The Board establishes the management structure of GCI and appoints the President, who is responsible for the implementation of the GCI strategy and the management of GCI headquarters.

The Board decides on its own procedures and issues By-Laws governing the organization, administration, representation and activities of GCI

The Board may appoint Committees to advise it on any aspect of the purpose of GCI or to accomplish specific functions and responsibilities as defined in the By-Laws

The Board gathers at least once a year. The quorum for decision taking is given when a simple majority of the board members are present at the meeting.

One-third of the board members can initiate the convocation of a board meeting.

Board resolutions on ad hoc issues by way of circulation are allowed. They are valid, when the simple majority of the Board members approve the submitted matter.

The members of the Board serve GCI without compensation. Exceptionally, the Board may authorize the payment by GCI of the expenses incurred in the performance of their duties.

### **Art. 6.3 The Honorary Board**

GCI has an Honorary Board composed of individuals who have volunteered their time, expenses and good name to achieve GCI's mission.

The members of the Honorary Board are elected by the General Assembly. They may be re-elected indefinitely. The Honorary Board will consist of not more than thirty members.

Between General Assemblies the election of honorary board members ad interim is possible by the board of directors. The nomination is to be approved during the next General Assembly.

The Honorary Board serves as an advisory body to GCI.

The members of the Honorary Board are invited to GCI's General Assembly with a consultative voice.

### **Art. 6.4 The Executive**

The Board appoints the President to ensure the implementation of its decisions.

The relevant details are defined in the By-Laws.

### **Art. 6.5 The Auditing Body**

The Board shall propose to the General Assembly an international recognized auditing company to be appointed as the GCI Auditing Body.

The Auditing Body is elected by the General Assembly for two years.

Audited accounts of income and expenditure and a balance sheet of assets and liabilities at the end of the fiscal year shall be circulated to the Board within six months following the conclusion of the fiscal year.

### **Art. 7 Dissolution**

The General Assembly needs four-fifth of members to be present and a two-third majority of votes to dissolve GCI.

The dissolution of GCI causes the termination of the recognition agreements with the National Organizations but not automatically the dissolution of the latter.

After the dissolution, the liquidation will be effected by the Board unless one or more liquidators have been appointed in the resolution to dissolve.

In case of dissolution of GCI, after paying or adequately providing for its debts and obligations, the remaining assets will be entirely distributed by the Board exclusively to one or more non-for-profit charitable organisations of high reputation and whose purposes are as close as possible to those of GCI. In addition, it is imperative that the beneficiary organisation(s) be exempt of tax on income and assets. Under no circumstances, will GCI's assets be returned to the organisation's Founder or to its members, nor be used in their benefit, in any manner.

### **Art. 8 By-Laws**

GCI shall have By-Laws, which are binding upon GCI, its different bodies, the members thereof and its employees.

The By-Laws should be in conformity with the content and the spirit of this Charter.

The By-Laws will be adopted by the Board of Directors and can be changed by the Board of Directors at any time.

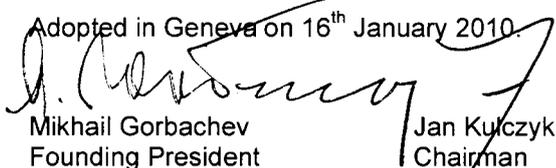
### **Art. 9 Final Declaration**

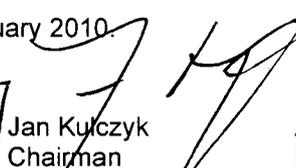
This Charter enters into effect with its adoption by the General Assembly in Geneva on January 16th, 2010.

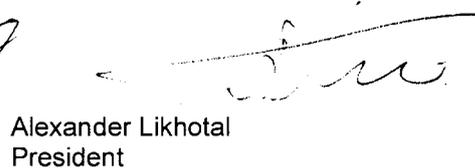
It namely replaces the charter adopted in New Orleans on October 7th, 2007.

Any disputes arising in connection with this present Charter or with other GCI legal documents shall be submitted to the courts of the Canton of Geneva, Switzerland. Swiss law is applicable.

Adopted in Geneva on 16<sup>th</sup> January 2010.

  
Mikhail Gorbachev  
Founding President

  
Jan Kulczyk  
Chairman

  
Alexander Likhotal  
President