

## Statutes of the Association **Climanosco**

### **Legal form, purpose and legal domicile**

#### Art. 1

Under the name Climanosco is founded a non-for-profit, non-political and independent Association, pursuant to the regulatory Statutes provided hereafter and in accordance with Article 66 ff. of the Swiss Civil Code.

#### Art. 2

The purpose of the Association lies in the opening and dissemination of climate sciences within the general public. The Association organises with this aim the publication of scientific writings and artistic works for the general public in the area of climate sciences. It organises in addition and as needed, scientific research and its funding. To fulfill this purpose, the Association uses and manages websites, licenses and trademarks.

The Association bases its activities on the three following principles:

- Neutrality and independence;
- Highest scientific standards;
- Individual participation of natural persons.

#### Art. 3

The legal domicile of the Association is located at the Viaduktstrasse 93-95, c/o Impact Hub Zürich, 8005 Zürich, for an unlimited duration.

### **Organisation**

#### Art. 4

The bodies of the Association are:

- The General Assembly;
- The Board of Directors;
- The Auditors.

#### Art. 5

The resources of the Association consist of ordinary or extraordinary membership fees, donations or legs, fundraising, sales of small merchandising items, sales of publications and other proceeds from the Association's activities. Each donor's financial contributions are capped to a maximum amount over a

given period of time. The Board of Directors is responsible for and decides on the acceptance of donors financial contributions, on which the Board of Directors informs the General Assembly. The Board of Directors is responsible for making sure that each individual donor complies with this cap. The value of this financial contribution cap by individual donors is decided by the General Assembly and shall protect the financial independence of the Association with respect to individual donors.

The financial year begins every year on the 1<sup>st</sup> January and ends on the 31<sup>st</sup> December. The first financial year ends on 31<sup>st</sup> December 2015.

The assets of the Association exclusively secure its liabilities. A personal liability of members is excluded.

## **Membership**

### **Art. 6**

The membership is open to all natural persons who have an interest in pursuing the goals stated in Art. 2.

Within the limits of its available resources, the Association considers publishing a newsletter for its members as well as other interested persons.

### **Art. 7**

Applications for membership are to be addressed to the Board of Directors. The Board of Directors decides on the admission of new members and informs the General Assembly about it.

### **Art. 8**

The membership can be terminated through:

- a) Resignation by the member: The resigning member shall pay the current year's membership in full;
- b) Expulsion for "important reasons".

Decisions concerning the expulsion of members are under the responsibility of the Board of Directors. The concerned person has the right to appeal against this decision at the General Assembly. Cases where the membership has been repeatedly left unpaid (for two years) lead to the expulsion without a right to appeal at the General Assembly.

## **General Assembly**

### **Art. 9**

The General Assembly forms the highest body of the Association. It consists of all members of the Association.

#### Art. 10

The General Assembly is responsible for the following:

- Definition of the orientation of the work and lead of the Association's activities;
- Adoption and modification of the Statutes;
- Election of the members of the Board of Directors and the Auditors;
- Dismissal of members of the Board of Directors for important reasons;
- Approval of reports; Inspection of the annual financial statement and budgetary decisions;
- Discharge decision on members of the Board of Directors and the Auditors;
- Approval of the annual membership fees and of their revision;
- Approval of the financial contribution cap by individual donors, and of its revision;
- Approval of the Rules as well as their revision and supplementation;
- Control of the abidance of the Rules in accordance with the Guidelines;
- Issuing of position statements on other projects on the agenda.

The General Assembly can express itself or can be asked to express itself on any subject which it has not entrusted to another Association's body.

#### Art. 11

The General Assembly is called for by the Board of Directors in written or by email at the latest 20 days before the Assembly. The Board of Directors can call for an extraordinary General Assembly when necessary.

The members of the Association can give their votes in written, by email or on the vote platform prepared for this purpose. The quorums given hereafter also hold for these latter types of votes.

#### Art. 12

The General Assembly is chaired by the President of the Board of Directors, or if the latter is unavailable, by another member of the Board of Directors.

#### Art. 13

Decisions of the General Assembly are taken with absolute majority of the participating members. In the event of a tie, the chairman has the casting vote.

A majority of two-thirds of the votes cast is required for the following decisions:

- Revision of the Statutes;
- Dismissal of members of the Board of Directors.

#### Art. 14

Proxy voting is not allowed.

Art. 15

The General Assembly is held at least once a year.

Art. 16

The Agenda of the annual (and therefore ordinary) General Assembly includes:

- The report from the Board of Directors on the activities of the Association in the last year;
- The reports from the Treasurer and the Auditors;
- The exchange and priority setting concerning the future development of the Association;
- The election of members of the Board of Directors and of the Auditors (as needed according to Art. 21);
- Other propositions.

Art. 17

The Board of Directors shall include on the Agenda of the (ordinary or extraordinary) General Assembly all member's propositions submitted in written or by email at least 10 days before the General Assembly takes place.

Art. 18

An extraordinary General Assembly takes place upon call by the Board of Directors or upon request by a fifth of the members.

**Board of Directors**

Art. 19

The Board of Directors is responsible for the implementation and execution of the decisions of the General Assembly. It leads the Association and takes all necessary measures in order to fulfill the purpose of the Association. The Board of Directors decides on all issues that are not explicitly of the General Assembly's competence.

After the foundation of the Association, the Board of Directors prepares the Association's Rules and Guidelines, and proposes them at the next General Assembly of the following year.

Art. 20

The Board of Directors is composed of minimum 9 and maximum 13 members. Half of it consists of climate scientists and the other half of non climate scientists in the sense defined in the Association's Rules. The members of the Board of Directors are elected for three years by the General Assembly. They can be re-elected. The Founding President stays President of the Board of Directors for the first five years of the Association. The Board of Directors constitutes itself in accordance with the Association's Rules. The Board of Directors meets as often as required by the business of the Association.



#### Art. 21

The Association is bound by the joint signature of two members of the Board of Directors with signatory power. The President signs singly.

#### Art. 22

The responsibilities of the Board of Directors are:

- Taking the necessary measures for the fulfillment of the Association's purpose (in particular through fundraising, the communication with the public, the scientists and their organisations, the development of its Internet platform, and the promotion of activities of publication and research within the Association);
- Call of ordinary and extraordinary General Assemblies;
- Decisions relating to the admission, the resignation and the possible expulsion of members;
- Dismissal of members of the Board of Directors;
- Monitoring of the abidance of the Statutes, the Rules and the Guidelines;
- Preparation of revisions and supplementations of the Statutes and the Rules;
- Elaboration of Guidelines;
- Control of the observance of the financial contribution cap by individual donors;
- Administration of the Association's assets.

#### Art. 23

The Board of Directors is responsible for the bookkeeping of the Association.

#### Art. 24

The Board of Directors decides on the hiring (release) of paid employees and volunteers. It can commission Association's members or externs on time limited mandates.

#### Art. 25

The Board of Directors is responsible for the protection of the name "Climanosco" and for the functionality of the Internet platform. It can negotiate licenses with external firms for this purpose. The Board of Directors can outsource the operation of the Internet platform to an external firm, such as for instance to the MSB Climate Science Communication GmbH domiciliated in Zürich.

### **Auditor**

#### Art. 26

The Auditor examines the Association's bookkeeping and submits a report to the General Assembly. The Auditor is appointed by the General Assembly and consists of either a natural or a legal person under Swiss law.

## **Dissolution**

### **Art. 27**

The Dissolution of the Association is decided by the General Assembly with a three-quarter majority of the participating members. In the event that the Association owns assets, the assets are transferred to an organisation with similar goals.

These Statutes have been adopted by the General Assembly on 01.11.2016 in Zürich.

On behalf of the Association,



The President: Dr. Michel S. Bourqui

Zürich, 1 December 2016