



**ENVIRONOMICA ONG**

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## ENVIRONOMICA INTERNATIONAL NGO

### Statutes

#### I. NAME, REGISTERED OFFICE AND NGO

##### 1. Name

A Non-Governmental Organization (the “NGO”) was constituted in 2013 pursuant to Art. 14 et sequ. of the Italian Civil Code and exists under the names and abbreviations:

ENV – Environomica

ENVINT – Environomica International

Environomica NGO

##### 2. Registered Office

The NGO has its registered offices in Lecco, via Aspromonte 13, 23900, and is entered in the Commercial Register of Rome, Italy. It may also open branch offices elsewhere.

##### 3. Duration

The duration of the NGO is unlimited.

##### 4. Dissolution

4.1 The NGO may only be dissolved if for any reason whatsoever it is no longer possible to fulfil its Purposes.

4.2 The General Assembly resolves the dissolution of the NGO on the basis of a written motion to be submitted by the International Board to all the Members at least three months before the resolution is considered by the General Assembly. A majority of two-thirds of all the voting Members is required for such a resolution to be adopted. The proceeds of liquidation must be used in pursuit of the Purposes of this NGO.

4.3 In case of dissolution of the NGO, the available assets will be completely attributed to an entity of public interest pursuing a similar purpose and benefiting also from the tax exemption. By no means, the assets can return to the founder or contributors, or be used for their benefit, in whole or in part, in any way.

## **5. Modification of the Statutes**

The International Board is authorized to propose to the General Assembly any modifications of the Statutes. The Assembly shall resolve in accordance with Article 10 below.

## **6. Membership**

6.1 Italian as well as foreign citizens are entitled to become Members of the NGO. Organizations, clubs, public and private entities are entitled to acquire the membership status as long as their purpose is compatible with the Purposes of the NGO. Members are divided into three categories, namely: charter, honorary, and ordinary members.

6.2 Those who intervened at the time of founding the NGO or who have significantly contributed to its development are qualified as charter members. Those who actively took part to and attended the NGO and/or financially contributed to its assets, supported its activity and valorisation are qualified as honorary members. Honorary members are exempt from paying the membership fee.

6.3 Those who request to the International Board to become members upon approval of the latter are qualified as ordinary members. Ordinary members contribute to the realization of the statutory purpose; admission to membership is perfected by the payment of the fee.

6.4 Any and all members shall observe the rules laid out by this Statutes.

## **7. Loss of Membership Status**

7.1 Membership status shall default in case of:

(a) death;

(b) resignation communicated to the International Board in writing;

(c) breach of the rules accepted when subscribing and verified by the General Assembly upon suggestion of the International Board;

(d) sanction of exclusion voted by the General Assembly upon suggestion of the International Board based on incompatibility, breach of the statutory rules, or any conducts incompatible with the spirit of solidarity of the NGO.

## **II. PURPOSES OF THE NGO**

### **8. Purposes**

8.1 The NGO is independent, impartial and objective in its dealings with governments, political parties, other NGOs and individuals and has as its Purposes: to conserve the natural environment and ecological processes while promoting sustainable rural development worldwide. This is taken to include fauna and flora, the landscape, water, soils, air and other natural resources, with particular emphasis on the maintenance of essential ecological processes and life support systems, and on the preservation of

genetic, species and ecosystem diversity, and on ensuring that the utilization of wild species and natural ecosystems is sustainable; and in particular:

- (a) To engage with private and public actors, local communities and indigenous peoples in agreed-upon actions for the restoration of local ecosystems;
- (b) To trigger small-scale rural sustainable development based upon the engagement of local stakeholders and achieve desirable levels of natural resource conservation by perfecting management models aimed at conservation and easily replicable elsewhere;
- (c) To raise awareness over local and global environmental issues;
- (d) To preserve traditional knowledge and combine it with the science-based approach;
- (e) To collect, analyse and share information on environmental and socio-economic dynamics in areas of critical ecologic importance;
- (f) To promote, lead and coordinate participative processes;
- (g) To protect, acquire, administer, commercially exploit and dispose of land and other property and resources, including intellectual property;
- (h) To finance conservation activities and projects including research and the exchange of scientists, specialists in the conservation of nature, students and others and to promote and participate in conferences, seminars, lectures, meetings and discussions in furtherance of the conservation of nature worldwide;
- (i) To achieve its Mission as established from time to time by the International Board in accordance with the above Purposes.

### III. ORGANIZATION

#### 9. Bodies of the NGO

The bodies of the NGO are:

- (a) The General Assembly
- (b) The ENV Council
- (c) The International Board of Directors
- (d) The International President

#### 10. The General Assembly

10.1 The Assembly is composed by all the Members of the NGO and governs the NGO. Only Charter and Honorary Members as defined in Article 6 have the right to vote.

10.2 The Assembly shall be convened at least once (1) a year within six (6) months after the end of the financial year.

10.3 The General Assembly:

- (a) approves or adjusts the accounts of the last accounting period closed and gives a certificate of correct record to the Treasurer and International Board of Directors;
- (b) votes the budget of the next financial year and approves the next annual membership fees proposed by the International Board of Directors;

- (c) proceeds to the election or revocation of the International Board of Directors;
- (d) takes decision on the temporary appointment of Directors;
- (e) nominates the Treasurer;
- (f) votes the modification of the Statutes proposed by the International Board;
- (g) resolves the dissolution of the NGO in accordance with Article 4;

10.4 It shall deliberate on all of the points on the agenda. No point shall be voted if not the agenda unless the General Assembly has unanimously decided to place it on the agenda.

10.5 For deliberations and resolutions to be valid, at least half (1/2) of the voting Members of the NGO shall be present or represented.

10.6 If the quorum is not reached at the first convening, a second General Assembly shall be convened within fifteen (15) days and for which no quorum shall be reached.

10.7 Deliberations are taken by a simple majority of casted votes of the voting Members present or represented. In the case of Art. 10.3 letters (f) and (g) above, a majority of two-thirds (2/3) of casted votes of the voting Members present or represented is required.

10.8 The Assembly is chaired by the International President in accordance with Article 13.4.

10.9 In case of a tie, the chairman shall have a casting vote.

## 11. ENV Council

11.1 The role of the ENV Council is to provide a forum for the National Organizations where they can give their advice to the International Board. As such it plays an active role in:

- (a) debating the opinions and needs of the National Organizations and transmitting them to the International Board;*
- (b) facilitating the alignment of the National Organizations to the ENV global objectives in both programmatic and operational matters, such as meeting global fundraising targets and supporting ENV Network Initiatives;*
- (c) discussing and sharing best practice and good ideas between Presidents in managing and guiding their National Organization Boards;*
- (d) providing peer support to National Organizations facing difficulties and advising the International Board on measures to be taken in case of non-compliance of National Organizations to their obligations within the ENV Network.*

11.2 The ENV Council will provide advice to the International Board on major issues, either at its request or on its own initiative. Such issues may include:

- (a) improving the alignment of the Network;*
- (b) strengthening best practice in the International Board on matters such as transparency and accountability;*
- (c) identifying and debating common problems at the National Organization Board level and providing advice to the International Board on their resolution;*
- (d) providing candidate names during the process of International President selection.*

11.3 The ENV Council may propose nominations for the members of the International Board to the General Assembly, except for the International President, who is appointed by the International Board.

The ENV Council may propose candidates as part of the selection procedure for the appointment of a new International President.

- 11.4 Members of the ENV Council originate from two categories:
- (a) *Presidents of the Boards of National Organizations will automatically be members of the ENV Council, from the date of their election to the end of their tenure. In exceptional cases, the Board of a National Organization can appoint another Board member to represent it on the ENV Council, for a specific meeting;*
  - (b) *Presidents and Vice-Presidents Emeriti will be full members of the ENV Council. In addition, the ENV Council may appoint honorary members on the basis of long-term and significant contribution to the ENV Network.*
- 11.5 The ENV Council will be chaired by the International President.
- 11.6 Beyond chairing of the ENV Council meetings, assisted by the Secretary, the International President is responsible for:
- (a) *calling the meetings of the ENV Council, to be held normally once (1) a year,*
  - (b) *establishing the agenda of its meetings,*
  - (c) *reviewing ENV Council documents,*
  - (d) *supervising the activities of its working groups.*
- 11.7 The International President appoints a Secretary who need not be a member of the ENV Council. The main task of the Secretary will be to support the International President in all aspects of ENV Council operations, in particular: preparing and disseminating the required working documents, drafting the minutes of the meetings, ensuring the ENV Council recommendations are transmitted to the International Board in a timely manner, providing feedback to the ENV Council from the International Board meetings.
- 11.8 The ENV Council may, as and when needed, mandate some of its members to constitute *ad hoc* working groups on specific issues of concern to the ENV Council. Their main task will be to study issues in advance of ENV Council meetings and to introduce them to the ENV Council.
- 11.9 The decision of the ENV Council are taken by consensus. If not possible the decision will be taken by a majority of the members present, except for the decisions appointing an honorary member of the ENV Council, which require a majority of two-thirds (2/3) of the members present.

## **12. The International Board of Directors**

- 12.1 The International Board shall be composed of up to 7 Directors, including the International President comprising persons of high-standing and special competence in fields useful to the NGO.
- 12.2 The International Board will appoint the ENV International President of ENV, who will chair the meetings of the International Board.
- 12.3 The International Board is elected for a three-year (3) renewable term by the General Assembly in accordance with Article 10. The terms of office of the Directors, including the President, the Vice-President and the Treasurer, are laid down in the By-Laws.

- 12.4 Persons regularly employed and remunerated by the NGO do not qualify for membership of the International Board. Persons regularly employed and remunerated by a National Organizations do not, in general, qualify for membership of the International Board.
- 12.5 The International Board may propose to the General Assembly to remove a Director. A majority of three-quarters of the voting Members without the Director concerned shall be required for the resolution to be adopted. The Director in question has the right to be heard, but shall have no right to vote on the resolution.
- 12.6 Directors may not derive any financial benefit for their services as Directors.

### **13. The International President**

- 13.1 The International President is nominated for a three-year (3) renewable term by a consensus of the International Board of Directors. The ENV Council may propose candidates as part of the selection procedure for the appointment of a new International President.
- 13.2 The International President shall represent the NGO in all acts involving civilian life and possesses wide-range powers to act in this regard and in particular to take any actions against a member or a third party, in the name and on behalf of the NGO.
- 13.3 The International President may take any actions only with the authorisation of the International Board of Directors.
- 13.4 The International President chairs the International Board of Directors, the General Assembly, and the ENV Council. In case of vacancy, he/she shall be replaced by the International Vice-President or in case of temporary impossibility by the Secretary. If necessary, another Director will be appointed by the General Assembly for General Assembly meetings or by the International Board of Directors for the Board of Directors meetings or by the ENV Council for the ENV Council meetings.

### **14. International Board Resolutions**

- 14.1 A meeting of the International Board can take place by interactive electronic means. A meeting is only valid provided a quorum is participating, consisting of a majority of the whole International Board. No Director may be represented by another person, nor vote by proxy.
- 14.2 After consultation with the ENV Council, resolutions to change the Purposes or to dissolve the NGO require a majority of two-thirds (2/3) of the whole International Board to be adopted. Any changes to the Purposes shall be ratified by the General Assembly and should differ as little as possible from those listed in Article 8 above.
- 14.3 After consultation with the ENV Council, resolutions to amend these Statutes or change the number of the members on the International Board require a majority of two-thirds (2/3) of Directors present, but at least a majority of the whole International Board to be adopted. Any amendments to the Statutes or change in the number of the members of the International Board shall be ratified by the General Assembly.
- 14.4 Resolutions to change the By-Laws require a majority of the whole International Board to be adopted.
- 14.5 Other Resolutions require a majority of the Directors present to be adopted.

14.6 In the event of an equality of votes being cast for and against a Resolution, the person presiding at the meeting shall have a casting vote.

14.7 In the absence of a meeting, Directors may vote on Resolutions that have been circulated in writing or by other means, unless at least three Directors request a meeting within a time established in the By-Laws. Such Resolutions must be approved by unanimous vote of all Directors less two votes. The time limit by which votes on such Resolutions must reach the Office shall also be established in the By-Laws.

## **15. Committees of the International Board**

The International Board may appoint Committees to advise it on any aspect of the Purposes of the NGO, or to accomplish specific functions and responsibilities as defined by the By-Laws, or by Resolutions of the International Board. Each Committee shall be chaired by a Director.

## **16. National Organizations**

16.1 The International Board may establish a National Organization or adopt an existing entity as a National Organization in any country in the world.

16.2 A National Organization shall be a body which enters into an agreement with the NGO to conduct its operations and manage its finances in a manner acceptable to the NGO.

16.3 The International Board may also enter into association with other bodies by agreements which govern the methods of cooperation between them.

16.4 The International Board has the final authority to close any office of ENV and terminate any agreement that has been entered into regarding use of the brand in any territory.

## **17. By-laws and operating rules**

The International Board adopts By-Laws governing the NGO, administration, representation and activities of the NGO. In addition the ENV Council and the International Board each adopts their own operating rules within the framework set by the Statutes and the By-laws.

## **IV. FINANCE**

### **18. Funds**

18.1 The International Board may accept and hold in Italy or in any other country, donations of funds, including legacies, for its Purposes in general, or restricted directly to any of its Purposes or activities.

18.2 In the event that funds become available to the NGO in a country other than Italy, the International Board may authorize a suitable organization in that country to hold such funds on behalf of the NGO and at its disposal.

18.3 The International Board may accept donations for the purpose of building up capital or for endowment funds, the capital of which shall remain permanently invested with only the income being available for disbursement.

18.4 The International Board may accept donations in kind and may resolve whether or not to realise such assets.

18.5 Donations may be subject to conditions, provided the fulfilment of the conditions is not contrary to the Purposes of the NGO.

18.6 The International Board may resolve to set aside any part of the unrestricted funds as additional capital or reserves, and has the power at any time to revoke such a Resolution in whole or in part.

#### **19. Investment of Capital**

The International Board is responsible for the investment of all capital funds with the advice of the Treasurer and such professional investment advisors as the Treasurer and the International Board may wish to consult.

#### **20. Distribution of Funds**

20.1 The International Board is responsible for the distribution of funds available in accordance with the Purposes of the NGO and with the advice of appropriate technical and scientific experts drawn from within the National Organizations and/or from outside.

20.2 No party shall have a claim to any contribution from the funds of the NGO, and the International Board shall ensure that the funds are spent only for the purposes for which they were allocated.

#### **21. Cost of Administration**

The International Board shall endeavour to cover the cost of the administration of the NGO with income from its capital, donations and endowment funds.

#### **22. Accounts and Auditors**

22.1 The financial year of the NGO shall be decided by the International Board, voted by the General Assembly and recorded in the By-Laws.

22.2 Where external and independent auditors should be appointed to verify the accounts of the NGO, audited accounts of income and expenditure and a balance sheet of assets and liabilities as of the end of each financial year shall be submitted to the International Board within 6 months, following the end of such financial year.

22.3 Then, the International Board shall, according to the relevant legal requirements, appoint an submit a detailed report to the General Assembly recommending approval of the accounts.

22.4 The auditors shall ensure compliance with the Statutes, the By-laws and the purposes of the NGO.

22.5 The auditors shall communicate to the International Board any deficiencies noted during the execution of the mandate. If these deficiencies are not rectified within a reasonable period of time, the auditors may have to inform the General Assembly.

### **V. EMERGENCY PROVISIONS**

#### **23. Transfer of Assets**

In case of extraordinary political or military circumstances, the Director(s) residing in Italy, in consultation with the International President, or in his/her absence, with a Vice-President, the Treasurer or two other Directors,

may, in the interests of conserving the assets of the NGO, transfer such assets to another Italian or foreign institution of similar charitable character (Association, Foundation, Stiftung, Charitable Insitute, Trust, etc.) with the same or a similar purpose, under the laws concerning the measures for the protection of legal entities.