

S/E/8

14/4/11

STATUTES

of the Association

Club of Rome

I. NAME, SEAT AND PURPOSE

Article 1 Name and Seat

Under the name

Club of Rome

is established a not-for-profit, public interest Association with its seat in Winterthur in accordance with Article 60 ff. of the Swiss Code of Civil Law (ZGB). The duration of the Association is unlimited.

Article 2 Purpose

The Association reflects the common concern of its Members for the future of humanity and of the planet. The Association considers that its task is to act as an independent, global catalyst of change.

The aims of the Association are therefore: to identify the most crucial problems which will determine the future of humanity; through integrated, and forward-looking analysis, to evaluate alternative scenarios for the future and to assess risks, choices and opportunities; to develop and propose practical solutions to the challenges identified; to communicate the new insights and knowledge derived from this analysis to decision-makers in the public and private sectors and also to the general public; to stimulate public debate and effective action to improve the prospects for the future.

The activities of the Association are governed by the following principles:

1. The need to adopt a global, systems-oriented perspective in examining the issues of the modern world, with the awareness that the increasing interdependence of nations and the globalisation of problems pose predicaments beyond the capacity of individual countries.
2. The need for coherent, integrated thinking to achieve a deeper understanding of the complexity and connectedness both of contemporary problems and of practical solutions – political, social, economic, technological, environmental, psychological and cultural – which the Association terms “the world problematique”.
3. The need to emphasise the trans-disciplinary and longer-term perspectives which are too often neglected by governments and other decision makers and to focus on the choices, policies and actions which will determine the destiny of present and future generations so as to stimulate public interest and to provide responsible leaders with a sound basis for the formulation and implementation of future-oriented policies.

The Association does not pursue commercial interests and does not seek to make a profit.

Article 3 Objectives

In order to achieve its purposes as set out in Article 2 of these Statutes, the Association:

1. undertakes studies and research activities;
2. organises substantive seminars and conferences;
3. communicates with and reaches out to decision makers and the public;
4. co-operates with its own National Associations and Regional Support Centres and with selected outside partners and organisations which pursue similar goals;
5. pursues all other activities which will contribute to achieving its mission.

II. MEMBERSHIP

Article 4 Categories of Members

The Association is composed of:

1. Full Members
2. Associate Members
3. Honorary Members
4. Institutional Members
5. Ex-Officio Members.

Article 5 Full Members

Full Members are persons of outstanding intellectual ability who enjoy a well-established reputation for their professional activities and expertise on an international level and who are willing and able to promote the mission and objectives of the Association.

Full Members are co-opted by the Executive Committee based on the recommendations of its Sub-Committee on Nominations having first been proposed by a Full Member of the Association in accordance with a procedure established by the Executive Committee. There can be no claim to a right of admission. The Association is constituted by at least three Full Members.

Only Full Members have the right to an active and passive vote.

The Association aims at a balanced representation of regions, cultures, professions, age and gender among its members.

The acceptance by a Member of a high governmental or political position precludes the continuation of membership. During the period of such appointment, the Member becomes a passive member without any rights or obligations.

Full Members are required to pay an annual Membership Subscription which is fixed annually by the Executive Committee.

Full Members are expected to act in the interests of the Association and to contribute to achieving its goals, to participate actively in its activities and to pay their Membership Subscriptions as required. Where a Member does not contribute to achieving the goals of the Association, does not participate in its activities or fails to pay the required subscriptions, the Executive Committee may decide on the termination of membership. The Member has the right to a hearing with the Executive Committee before the decision is taken. The membership is terminated as of the date of the decision.

Article 6 Associate Members

Associate Members are individuals who are committed to the goals of the Association, who are interested in its activities and who wish to be involved in its work. They are proposed by a Member of the Association. They are co-opted through a procedure defined by the Executive Committee. Associate members are required to pay an annual Membership Subscription which is fixed annually by the Executive Committee.

Associate Members are expected to act in the interests of the Association and to contribute to achieving its goals, to participate actively in its activities and to pay their Membership Subscriptions as required. Where an Associate Member does not contribute to achieving the goals of the Association, does not participate in its activities or fails to pay the required subscriptions, the Executive Committee may decide on the termination of membership. The Member has the right to a hearing with the Executive Committee before the decision is taken. The membership is terminated as of the date of the decision.

Article 7 Honorary Members

Honorary Members are individuals whose high position, reputation, work or actions can support the mission of the Association and who are committed to its goals. They are proposed by a member of the Association and co-opted by the Executive Committee. Honorary Members can make financial contributions but have no obligation to do so.

In the case that the interest or status of the Honorary Member no longer support the mission of the Association, the Executive Committee will consult on the steps to be taken for the retirement of the Honorary Member by mutual consent.

Article 8 Institutional Members

Institutional Members are organisations, foundations or enterprises which are pursuing objectives similar to those of the Association and which wish to contribute to its mission. They can apply for membership or they can be proposed by a Member of the Association.

The acceptance of an Institutional Member is determined by the Executive Committee. Institutional Members are required to make a financial contribution which is fixed by the Executive Committee.

In the case that the interests, reputation or activities of the Institutional Member no longer support the mission of the Association, the Executive Committee may decide to terminate its membership. The membership is terminated as of the date of the decision.

Article 9 Ex-Officio Members

Ex-Officio Members are Chairpersons of National Associations of the Club of Rome elected according to the legal procedures of a corresponding association. Ex-Officio Members have the same rights and obligations as Full Members other than voting. They are committed to the goals of the Association, actively participate in its activities and are willing and able to promote the mission and the objectives of the Association. Ex-Officio Membership of a Chairperson of a National Association is subject to a no-objection by the Executive Committee.

Article 10 Duration of Membership, Resignation and Termination

The Executive Committee makes all decisions relating to proposals and applications for membership. Except in cases of death, bankruptcy or resignation, the period of membership is five (5) years for Full Members, Associate Members, Honorary Members, and Institutional Members. Their membership may be prolonged by the Executive Committee.

A Member may resign at any time. Resignation from the Association requires a written communication to the Executive Committee. However resignation does not exempt the Member from the obligation to pay outstanding Membership Subscriptions or the Subscription for the current year of Membership.

III. ORGANISATION

Article 11 Organisation

The bodies of the Association are:

1. The General Assembly,
2. The Executive Committee,
3. The Auditors

Article 12 General Assembly

- a) The General Assembly may be convened at any time by the Executive Committee. The invitation to attend an Assembly must be by written notification from the President or Vice-President to all the Members who are recorded in the Register.

The invitation must be provided to the Members together with the Agenda at least four weeks in advance of the date of the General Assembly. The Agenda must include all the matters within the competence of the General Assembly for which decisions are required. Items or comments which are presented in writing and which have been signed by at least one-fifth of the Members must be included on the Agenda. On an exceptional basis, the General Assembly may consider and decide upon last-minute items or comments.

- b) The ordinary General Assembly shall meet at least once a year. Extraordinary General Assemblies may be convened by decision of the General Assembly, the Executive Committee or at the request of one-fifth of the Full Members where the request is presented to the Executive Committee in writing with a clear statement of its purpose.
- c) Except as provided in section 11 (h) below, the General Assembly is competent to take decisions if at least a quarter of the Full Members are present or represented. In the event that an Assembly is not competent to take decisions, the Executive Committee may convene a further meeting with the same Agenda within four weeks or may obtain the approval of a Resolution by the General Assembly through other channels, such as by letter or by email.
- d) A Full Member can only represent two additional Members.
- e) Associate Members, Honorary Members and Institutional Members may attend the Assembly as guests. Only Full Members have the right to an active and passive vote.
- f) Resolutions are approved by a majority of the members present or represented who have the right to vote.
- g) The functions of the General Assembly are as follows:
1. Guidance and supervision of the work of the Association towards the achievement of its mission,
 2. Receipt and approval of the annual report,
 3. Approval of the audited annual accounts
 4. Approval of the Appointment of the Secretary General
 5. Approval of the report by the Auditors ,
 6. Election of the Executive Committee and the Auditors,
 7. Decision on the relocation of the seat of the Association,
 8. Decision on modification of the statutes,
 9. Decision to dissolve the Association.

- h) Resolutions under items 1 - 6 above require a simple majority of the Full Members present or represented who are entitled to vote. In the event of a tied vote, the President or the Co-Presidents have a casting vote.

Resolutions under items 7 - 9 above require a majority of two-thirds of the Full Members present or represented who are entitled to vote. For these decisions two-thirds of all registered Members must be present or represented.

If two-thirds of the Members are neither present nor represented, a further meeting may be called within four weeks with the same Agenda or a Resolution may be approved either by letter or email. Decisions taken through these procedures are valid if at least half of the Full Members have participated or have been represented.

- i) The President or one of the Co-Presidents or a Vice-President chair the General Assembly.
- j) The items are to be considered in the order set out in the Agenda unless the Assembly decides otherwise. Amendments or counterproposals to an Agenda item may be proposed.
- k) The Secretary-General keeps the minutes. The minutes must be signed by the President or a Co-President of the Association and by the Secretary-General.

The minutes must record the number of Members participating, the items on the Agenda, the issues proposed for decision and the Resolutions approved on these matters. The grounds for a proposed decision must be summarised and recorded in the minutes. At the request of a Member an objection must be recorded.

The minutes of each General Assembly must be approved, with modifications if necessary, at the beginning of the next General Assembly.

Article 13 Executive Committee

- a) The Executive Committee is composed of a maximum of twelve (12) Full Members. Members of the Executive Committee are elected by the General Assembly for a period of three years which may be renewed. The Committee constitutes itself.

The Executive Committee elects from among its members the President or two Co-Presidents and not more than two Vice-Presidents and the Secretary General.

The Executive Committee elects the Treasurer who must be a Full Member of the Association. The Treasurer attends the meetings of the Executive Committee.

The Executive Committee meets at least once a year. It works as a collegial body and exceptional commitment and a willingness for close co-operation are required from its members. Members the Executive Committee act on an honorary basis.

Decisions are taken by simple majority. In the event of a tied vote, the President or the Co-Presidents have a casting vote. A member who cannot attend a meeting of the Executive Committee can give written authorisation to another member to

represent him/her. A member of the Executive Committee may only represent one other member.

For decisions to be valid, the presence of at least three members of the Executive Committee is required.

The Executive Committee can also take valid decisions through written procedures by letter, fax or email unless three or more members of the Executive Committee disagree with this procedure for taking a decision.

- b) The Executive Committee is convened as often as is required by the business of the Association by an invitation of the President or Co-Presidents together with a statement of the agenda, place and date for the meeting.

The convocation must be communicated to the members at least ten (10) days before the date proposed. In exceptional cases this period of time may be reduced unless three or more members of the Executive Committee object. The minutes of a meeting of the Executive Committee must be recorded and approved at the beginning of the next meeting.

- c) The Executive Committee must present an Annual Report, including activities, finances, and budget, to each ordinary General Assembly for approval.

- d) The Executive Committee's functions are as follows:

1. Decisions on all matters relating to the Association which are not explicitly assigned to the General Assembly or other bodies. In particular the Executive Committee is responsible for the overall leadership and general supervision of the interests of the Association.
2. Execution of the decisions of the Association.
3. Decisions relating to proposals and applications for membership.
4. Determination of the signatory powers for the Association and ensuring the corresponding inscriptions in the commercial register.
5. Establishment of the Agenda and convocation of the General Assembly and preparation of its work.
6. Organisation of the procedures and functioning of the Association in accordance with the statutes and the resolutions of the Association.
7. Definition of the guidelines for the work of the Secretary-General and the receipt of his activity reports.
8. Decisions on the filing of lawsuits, the withdrawal and recognition of legal claims, and the closure of settlements.
9. Compliance with all regulations required for the activities of the Association.

- e) The Executive Committee establishes the Sub-Committee on Finance (The Finance Committee) and the Sub-Committee on Nominations, (the Nominations Committee) as well as such other committees as it considers necessary to fulfil its responsibilities.
- f) The Finance Committee is composed of three members including two members of the Executive Committee and the Treasurer. The Finance Committee receives the audited Annual Accounts of the Association together with the Report of the Auditors. The Finance Committee then presents the Annual Accounts and the Auditors Report together with its recommendations to the Executive Committee for consideration and for transmission to the General Assembly for approval.

The Finance Committee reviews and approves other relevant financial matters presented by the Treasurer and also the financing plan of the Association.

- g) The Nominations Committee is composed of Full Members selected by the Executive Committee. The Nominations Committee defines the guidelines for the selection of the members of the Executive Committee, the Honorary Members, the Active Members, the Associate Members and the Institutional Members of the Association and submits recommendations for the admission of candidates for membership to the Executive Committee for decision.

Article 14 President / Co-Presidents and Vice-Presidents

The President / the Co-Presidents and the Vice-Presidents are the legal representatives of the Association.

Article 15 Secretary-General

Within the framework of policy established by the General Assembly and the Executive Committee, the Secretary-General is responsible for the development and operations of the Association and for the implementation of its substantive activities.

The Secretary General is elected by the Executive Committee and approved by the General Assembly for a period of office of three years which may be renewed.

The Secretary-General is charged with the practical implementation of the activities decided by the Executive Committee and manages the administration of day-to-day operations. He/she is responsible for the information and the communications which are necessary to ensure the smooth functioning of the Association, in particular for providing information to the Members in order to ensure and encourage cohesion and team spirit.

The Secretary General draws up the required minutes of meetings and guarantees that all essential documents, records and supporting materials are readily available and are properly updated. He/she is responsible for the completion of the legal and administrative requirements which are necessary for the proper functioning of the Association.

The Secretary-General, in consultation with the Treasurer, will prepare a budget by 1st December each year for the following year to be submitted to the Finance Committee for approval.

The Secretary General will provide monthly statements to the Treasurer on the income, expenses and liquidity of the Association. He/she will also prepare the annual accounts for the attention of the Treasurer promptly after the end of the business year.

Article 16 Treasurer

The Treasurer supervises the administration of the property and finances of the Association. He/she supervises the bookkeeping and reports to the Executive Committee on the financial status of the Association.

The Treasurer, who must be a Full Member of the Association, is elected by the Executive Committee for a period of office of three years which may be renewed and participates in the meetings of the Executive Committee.

The Treasurer presents the budget which has been developed in consultation with the Secretary-General and a financial plan for the following year to the Finance Committee for approval. He/she also presents to the Finance Committee the annual accounts submitted by the Secretary-General.

The Treasurer is responsible for ensuring that an annual audit of the accounts of the Association is carried out in conformity with the law and for the submission of the audited annual accounts and the Report of the Auditors to the Finance Committee and also for the forwarding of these documents to the Executive Committee for approval.

The Treasurer brings to the attention of the Finance Committee all other matters which he/she considers relevant, particularly the annual financing plan of the Association.

In collaboration with the President / Co-Presidents, the two Vice-Presidents and the other members of the Finance Committee, the Treasurer is engaged in obtaining financial resources for the Association and together with the Secretary General he/she encourages the Members to play their part in fundraising.

Article 17 Auditors

The General Assembly elects the Auditors who are entrusted with the audit for a term of one year. They must examine the annual accounts and make a report to the Executive Committee and then to the General Assembly identifying any outstanding issues.

IV. FINANCES

Article 18 Financial Resources

The financial resources of the Association comprise:

1. annual membership subscriptions;
2. financial contributions from the foundation(s) of the Association;

3. revenues resulting from publications;
4. subventions and financial contributions from public sources;
5. contributions from benefactors, legacies and donations, accepted on the condition that such payments do not infringe the independence of the Association;
6. interest from capital;
7. other revenues.

The assets of the Association are irrevocably devoted to not-for-profit purposes in accordance with Articles 1 and 2 of these statutes.

Article 19 Financial Year

The financial year of the Association begins on 1st January and ends on 31st December each year on which date the accounts must be closed. The accounts will be closed for the first time on 31st December 2008.

Article 20 National Associations

National Associations may be established to support the goals of the Association. They are separate legal entities. To be considered as National Associations of the Club of Rome, they must be approved by the Executive Committee and meet such standards as it may require and the election of the chairman of a National Association must be approved by the Executive Committee.

Article 21 Regional Supporting Centres

Regional Supporting Centres support the work of the National Associations for the Club of Rome and promote collaboration among them. They also facilitate cooperation between these Associations and the Club of Rome at the international level. They are separate legal entities. They may be established by decision of the Executive Committee in any major region of the world.

Article 22 Supporting Bodies

The Executive Committee may establish additional bodies to strengthen and extend the worldwide activities of the Association, such as the Think Tank of young professionals, tt30.

Article 23 Dissolution

The General Assembly can decide upon the dissolution of the Association if the necessary quorum has been achieved in accordance with the provisions of Article 11. For this purpose a special General Assembly has to be convened. The Executive Committee executes the liquidation of the Association if the General Assembly does not commission special liquidators. The competences of the General Assembly remain in full force during the process of dissolution.

In the event of dissolution the remaining assets of the Association are to be transferred to another non-profit association whose mission most nearly corresponds to the mission of the Association set out in Article 2 of these statutes. Distribution of the remaining assets among the Members is excluded.

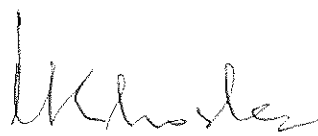
Article 24 Mediation

In the event of possible disputes between individual bodies of the Association or between bodies and members about the scope of the Statutes or the Regulations of the Association, the parties involved are obligated to seek first to resolve the dispute through direct discussion. In the event of failure, an independent mediator must be retained. If the parties involved cannot agree on a mediator or the mediator cannot resolve the matter, the dispute can be taken to an appropriate court. In this case the location of jurisdiction is exclusively situated at the legal seat of the Association.

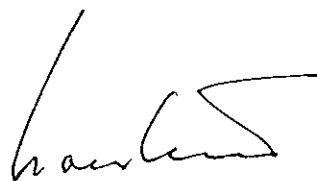
Article 25 Final Provisions

These statutes have been approved by the General Assembly on 14th June 2008 and entered into force on this day. The statutes have been amended by the membership in June 2010 and January 2011.

Winterthur/Zürich



Co-President



Co-President



Secretary-General