

CHARTER OF GREEN CROSS INTERNATIONAL

Preamble

Recognising that:

Life is sacred. All forms of life have their own intrinsic value and share our planetary home in an interdependent community. All parts of this community are essential to the functioning of the whole.

The beauty of the Earth and its life is food for the human spirit, inspiring human consciousness with wonder, joy and creativity.

Human beings are not outside or above the community of life. We have not woven the web of life, we are but a strand in it. We depend on the whole for our very existence.

For the first time in history, human beings have the capacity to damage, knowingly or unknowingly, the ecological balances on which all life depends. The crisis is urgent.

We therefore have a special responsibility to prevent destruction and waste for short-term utilitarian reasons and to restore now the damage that we have already done. Each individual has both a personal and a collective responsibility within his or her own community.

We have an obligation to preserve life in its integrity and diversity and to maintain our planetary home as a healthy and secure abode for present generations and the generations yet to come.

Therefore, we, the members of Green Cross International, based on the initial charter adopted at the first Board meeting in Kyoto, Japan, on 18-19 April 1993, and modifications adopted in The Hague, May 30, 1995 under the leadership of President Mikhail Gorbachev, founder and first President of Green Cross International and responding to his initiative, hereby adopt the following charter of Green Cross International.

CHARTER

Article 1. Name and Registered Office

- 1.1.** 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.
- 1.2.** GCI shall have headquarters in Geneva and offices in other cities in the world as the Board of Directors will decide.
- 1.3.** GCI will exercise its activities as an international, independent, not-for-profit, and non-governmental organisation.

Article 2. Principles and objectives

2.1 Principles

- 1.** SUSTAINABILITY- GCI exists to protect the natural environment and to ensure a sustainable future for all humanity and all living things.
- 2.** VALUE CHANGE- GCI promotes value change through all its activities, to engender a respectful and responsible relationship between people, and between people and the environment.
- 3.** EDUCATION- GCI has a special commitment to education at all levels and to communications through news media and other public channels.
- 4.** ENVIRONMENT AND HUMAN NEEDS- GCI seeks to reconcile the protection of the environment with basic needs and the improvement in the quality of life of human beings.
- 5.** NON-GOVERNMENTAL- GCI is a not-for-profit, non-governmental organisation.
- 6.** INDEPENDENT- GCI is independent, and is not directed, either locally or globally, by any political, religious or environmental group or groups.
- 7.** INDIVIDUALS- GCI is composed of people in their private and individual capacity.
- 8.** COOPERATION- GCI serves and collaborates with existing groups in the environmental movement, as well as business and governmental circles in a spirit of co-operation. It complements, supplements and utilises the knowledge, networks and functions of others rather than duplicating or competing with them.
- 9.** AN OPEN FORUM- GCI is an open forum where people with many different approaches to environmental issues may meet for dialogue, debate, and co-operation for action.
- 10.** PEOPLE-BASED- GCI is people-based. Its programs are based on the needs, capabilities, experience and perceptions of people living in their own habitats.
- 11.** LOCAL/GLOBAL- GCI is both local and global, since there is nothing more local and nothing more global than the environment. It is local since it is constituted chiefly by its local chapters in all parts of the world. It is global through the activities of its Honorary Board, its Board of Directors and its appointed and commissioned bodies.
- 12.** MULTI-SECTORAL- GCI is multi-sectoral. At both the local and global levels, its members are from the sectors of governments, spiritual communities, science, business, the arts, education, journalism, and issue-focused activism-all participating on an equal basis.

13. INFORMATION- GCI is a source of responsible and current expertise and information on environmental issues for its members and for those who may call on it for assistance.
14. COMMUNITY- GCI seeks to become a planetary community of people who respect the Earth.

2.2 Objectives

GCI is organised exclusively for charitable, educational and scientific purposes.

Mission

The mission of GCI is to help ensure a just, sustainable and secure future for all by fostering a value shift and cultivating a new sense of global interdependence and shared responsibility in humanity's relationship with nature.

GCI:

- Endeavours to promote 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 build a sustainable global community.
- Prevents and resolves conflicts arising from environmental degradation.
- Provides assistance to people affected by the environmental consequences of wars and conflicts.

Tools

The work of GCI is based on mediation and co-operation, not confrontation, and focuses on the need for dialogue and transparent interaction between all sectors of modern society.

GCI works towards this goal by:

- mediating in international, regional, national and local environmental issues through the structures of GCI, Green Cross National Organisations (hereafter named "GCNOs") and Green Cross local chapters (hereafter collectively named "the Green Cross Organisation");
- managing environmental programs and projects which help implement the balance between environment and development as laid down in Agenda 21;
- acting as a catalyst for environmental issues by bringing together those who perceive a problem with those who know how to solve it;
- maintaining a neutral framework, integrating all sectors of society, in all its activities.

GCI provides: unbiased environmental analysis and expertise, information dissemination, education, neutral forum for public debate, scientific studies, and social and medical support.

Areas

GCI focuses on the following areas:

- Environmental consequences of wars and conflicts
- Water conflicts prevention and resolution
- Energy efficiency and natural resource conservation
- Environmental education, communication and earth charter

GCI will provide a global framework which embraces different levels of activity, different types of organisations, and different disciplines. It shall not discriminate on the grounds of nationality, race, religion, gender, class, or political conviction.

GCI will foster the emergence of a new civilisation based on universal values while maintaining the pluralism and the national identities, a commitment to change and a new relationship between humans and the Earth.

2.3 Actions and Activities

To achieve its principles and objectives GCI may undertake any and all actions or activities it shall deem appropriate within the framework of its Charter, including co-ordinating and co-operating with institutions and organisations of all kinds having the same purpose, and in particular organisations and programs of the United Nations. However, it shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 3. Democratic People Movement

- 3.1** GCI is a democratically structured people movement, based on recognised National Organisations called "Green Cross NO (name of the respective country)" (hereafter named "GCNOs"). In some countries, because of industrial name protection, "Green Cross" is replaced by "Global Green". GCI defines, promotes, launches and implements its programs in co-operation with its National Organisations. The National Organisations are invited to launch own projects and to propose to GCI programs of international character. Specificities of programs and projects are defined in the Rules of Procedures.
- 3.2** As a democratic people movement, the decisions are, in principle, taken at the majority of participants of the decision-making bodies. The exceptions to this general rule are described in Articles 7, 17 and 18.
- 3.3** The minimum quorum of all decision-making bodies' meetings is the presence of the simple majority of their members.
- 3.4** The recognition of a National Green Cross Organisation is subject to a recognition agreement to be signed by the President and Chief Executive Officer of GCI and Top elected official of the National Organisation. The signing of such agreement grants to the National Organisation the status of member of GCI and the right to use the "Green Cross" or, where applicable, the "Global Green" name and logo for as long as it is a member of GCI and subject to the conditions set forth in the recognition agreement. GCI headquarters will act as the permanent body of liaison and co-ordination among the National Organisations.
- 3.5** GCNOs work as a democratic people movement and act to implement the principles and objectives of GCI in their countries. GCNOs' charters should reflect the mission and objectives of GCI. GCI's Charter prevails in all circumstances.
- 3.6** The GCNOS as members of GCI are represented in the General Assembly and thus play a major role in defining the GCI policies, programs and procedures.
- 3.7** Resolutions of the General Assembly may also be passed by vote on a proposal, in writing (including telefax communications). Resolutions adopted in such a manner shall be recorded in minutes stating e.g. how the resolution was passed and the names of the participants to the vote. In such case, the resolution must be passed at a majority of all

members who are reachable provided the latter constitute a majority of the members of the General Assembly. Where higher percentages are required under the Charter or by law, such higher percentages shall apply.

Article 4. Membership

- 4.1** The members of GCI are the duly established and recognised GCNOs, represented by their top elected officials, and ex officio individual members appointed by the Board of Directors (Chairman of the Board, President and CEO and Treasurer). Where due to exceptional circumstances the top elected official of the National Organisation is unable to attend a meeting, he may appoint the CEO of the National Organisation in question as proxy.
- 4.2** The NO's leaders are elected by their National Organisation as per their charter and internal rules of procedure. The top elected and executive positions can not be combined.
- 4.3** All members accept and respect GCI's charter. They endeavour to best accomplish GCI's objectives.
- 4.4** Any withdrawal of membership of a GCNO must follow the rules outlined in the recognition agreement between GCI and the GCNO.

Termination or suspension of a GCNO recognition is possible in particular when:

- a GCNO adopts policies, programs or internal rules of procedure that are not in accordance with the principles, ideas, policies, programs and the charter of GCI;
- a GCNO fails to pay its contribution within the term determined by the Board of Directors (see also Article 5.2).

Article 5. Financial Means

5.1 GCI is financed through:

- annual contributions of its members;
- grants, contributions and donations from international agencies, national governments, foundations, industries and individuals.

5.2 The proportions of annual GCNOs' contributions to GCI are determined by the Board of Directors. The amount is determined by the General Assembly. The contributions shall be used solely to cover core expenses, not exceeding back office costs, co-ordination of international programs cost, start-up of new programs, and start-up of new GCNOs. The relevant details are developed in the Rules of Procedures.

Article 6. Organisation of GCI

6.1 The central bodies of GCI are:

- The General Assembly
- The Founding President
- The Board of Directors
- The President and CEO, assisted by GCI Council, Programmes Implementation Committee and the Staff.

6.2 In addition an Honorary Board is constituted and serves as advisory body.

Article 7. The General Assembly

7.1 The General Assembly members are the GCNOs represented by top elected officials, the Founding President, the President and CEO, the Vice Presidents, the Treasurer, and the members of the Board of Directors. It is the supreme body of GCI which sets the general directions and priorities of the association and of the Green Cross Organisations.

The General Assembly has the following powers:

- election by secret ballot of the members of the Board of Directors;
- endorsement of the members of the Honorary Board proposed by the Founding President;
- approval of the reports of the Board of Directors;
- review and adoption of last two years reports of the Board of Directors, President and CEO, and, GCNOs, related to the activities and proposals of GCI;
- release of the Board of Directors;
- approval of the report on the financial budget of GCI for the next two-years period including the total amount of NOs annual contribution;
- total or partial suspension of the activities of GCI. Such a decision would need to be taken by the General Assembly by a resolution of the participants' two-third majority;
- dissolution of GCI. Such a decision would need to be taken by the General Assembly by a resolution of the participants' four-fifth majority;
- resolution on all matters incumbent upon it under the law.

7.2 Every GCI GA member has one vote at the General Assembly.

7.3 The General Assembly meetings of GCI are convened by the Board of Directors at least every two years. Should the General Assembly meetings be held on a yearly basis, the documents listed in Article 7.1 will cover a one-year period.

7.4 An Extraordinary General Assembly meeting must be convened when a demand for such meeting has been submitted to the Board of Directors by registered letter by one forth of the members of GCI.

7.5 A General Assembly meeting is called in at least two months before it takes place. Matters on the agenda shall be announced and presented at the same time.

7.6 The Honorary Board members are invited to attend the General Assembly. They have no voting rights.

7.7 The meetings of the General Assembly are chaired by the Chairman of the Board of Directors. In his absence, such meetings are chaired by the President or such other person designated by the Chairman of the Board of Directors.

Article 8. Founding President

8.1 In recognition of the leadership of President Gorbachev, the founder and 10 years leader of GCI he is bestowed the life-long title of Founding President of GCI.

8.2 The Founding President has the mandate to represent GCI in particular in high level official contacts without prior decision from any other body of GCI. The Founding President reports on these activities to the proper body at its first meeting following such action.

8.3 The Founding President may appoint advisors to the Founding President, however they have no voting rights.

Article 9. The Board of Directors

9.1 The Board of Directors of GCI is the top strategic and governing institution of GCI and consists of 5–15 members.

9.2 The Board of Directors is composed of the Political, Business and Opinion leaders of world Stature capable to represent and connect GCI to the Political and Business Communities of relevant nations and ex officio members – Founding President, President and CEO, First Vice President, Treasurer. Qualifying Members of GCNOs should also be members of the Board. The Chairman of the Board of Directors shall be elected by a majority of the Board of Directors and shall serve as Chairman for a period of two years. The Chairman is allowed to serve three consecutive terms if re-elected.

9.3 The members of the Board of Directors, other than ex officio members are elected by the General Assembly for two years. They are allowed to serve three consecutive terms if re-elected.

9.4 Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining directors. Each director so elected shall hold office until the next General Assembly meeting and until a successor has been elected and qualified.

9.5 The Board of Directors has the following powers:

- elects the Chairman of the Board of Directors and other officers;
- appoints and releases the President and CEO of GCI;
- defines the salary of the President and CEO;
- review and adoption of reports of the GCNOs and other reports relative to the activities and progress of the Green Cross Organisation;
- definition of new programs, continuation or cancellation of existing programs;
- definition of relationship with GCNOs, including recognition or termination/suspension of recognition of GCNOs;
- approval of the appointment of Presidential advisors;
- adaptation of annual contributions of GCNOs in accordance with the decisions taken by the General Assembly in consideration of the GCNO's financial situation;
- any other matters as required either by law or the Charter or as may properly occur.

9.6 The Board of Directors gathers at least once per year and regularly confers by electronic means. The venue of the annual meeting is defined by the Chairman of the Board.

9.7 The Board of Directors meetings are chaired by the Chairman of the Board and in his absence by the President or a designated member of the Board of Directors.

9.8 The Board of Directors adopts internal rules fixing the manner in which its decisions are made.

Article 10. The Honorary Board

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

- 10.2** Each time the General Assembly convenes, it elects the members of the Honorary Board. They may be re-elected indefinitely. The Honorary Board will consist of not less than fifteen and not more than thirty five members.
- 10.3** The Honorary Board serves as an advisory body to GCI.
- 10.4** Every Honorary Board member is entitled to propose to the General Assembly general strategies for GCI policies. Such a proposal needs to be discussed by the next General Assembly meeting.
- 10.5** Furthermore, every Honorary Board member is encouraged to play an active role in establishing GCNOs. The advice of any Honorary Board member needs to be taken into consideration by the Board of Directors while establishing a new National Organisation.
- 10.6** GCNOs are encouraged to suggest to the Founding President candidates for the Honorary Board.
- 10.7** The Founding President has the authority to propose new Honorary Board members for endorsement by the General Assembly. The Board of Directors has the authority to terminate existing Honorary Board members (by a two third majority of its members).
- 10.8** The members of the Honorary Board are invited to GCI's General Assembly with a consultative voice.

Article 11. Presidential advisors

- 11.1** The Founding President may appoint Presidential advisors serving as consultants to the Founding President in the general planning of GCI activities. The appointment of Presidential advisors is subject to approval by the Board of Directors.

Article 12. President and CEO

- 12.1** The President and CEO is appointed/ released by the Board of Directors.
- 12.2** The Board of Directors establishes, in separate internal rules, the duties and powers of the President and CEO.
- 12.3** The President and CEO is responsible for the management of GCI and for the implementation of the decisions taken by the decision-making bodies of GCI.
- 12.4** In the implementation of GCI strategy and general management of the organisation the President and CEO relies on and chairs the GCI Council (GCIC) and Programmes Implementation Committee (PIC).

Article 13. Representation vis-à-vis Third Parties

- 13.1** GCI is validly represented vis-à-vis third parties under the joint signature by two of the members of the Board of Directors, one of which must be either the Founding President or President and CEO.

Article 14. GCI Council and Programmes Implementation Committee (PIC)

- 14.1** GCI Council (GCIC) consists of CEOs of 6 most active NOs. It serves as main NOs co-ordination body and provides the President with regular advise on GCI management.

- 14.2** The members of the GCIC are nominated by the President and endorsed by the Board of Directors.
- 14.3** The work of GCIC is shaped by the President and CEO with direct or electronically facilitated conferences held not less than 4 times a year.
- 14.4** The Programmes Implementation Committee (PIC) consists of the Chairpersons of GCI International Programmes. PIC serves as clearing house for International Programmes development and provides President with relevant and regular advise and information.
- 14.5** The Steering Committees Chairpersons are appointed by the President and CEO on the proposals of Steering Committees and/or involved NOs)
- 14.6** The work of PIC is determined by the President and CEO with direct or electronically facilitated conferences held not less than 4 times a year.

Article 15. Work Groups

- 15.1** The President and CEO may occasionally create one or more Work Groups or Task Forces, acting as a high-level advisory group to execute specific and clearly defined tasks.
- 15.2** The members of the Work Groups do not necessarily need to be representatives of GCI's members.
- 15.3** The rules and regulations of such Work Groups are laid down in separate rules of procedures approved by the Board of Directors.

Article 16. Reimbursements of Expenses

- 16.1** The members of the Board of Directors and Board members of the GCNOs serve GCI without compensation. Exceptionally, the Board of Directors may authorise the payment by GCI of the reasonable expenses incurred by the representatives of the GCI in the performance of their duties and of reasonable compensation for special services and/or missions.

Article 17. Amendments to the Charter

- 17.1** This Charter, which prevails in all circumstances over any other Green Cross document, shall be amended only on the strength of a resolution of the General Assembly taken at a General Assembly Meeting with the two-third majority.
- 17.2** Such an amendment only becomes effective after it has been notarised by a Swiss civil law notary. The Chairman of the Board of Directors together with the President and CEO have the power to execute the General Assembly's decision through such instrument.

Article 18. Dissolution

- 18.1** The General Assembly is authorised to dissolve GCI with the four-fifth majority.

- 18.2** The dissolution of GCI causes the termination of the recognition agreements with the National Organisations but not automatically the dissolution of the latter.
- 18.3** After the dissolution, the liquidation will be effected by the Board of Directors unless one or more liquidators have been appointed in the resolution to dissolve.
- 18.4** In case of dissolution of GCI, after paying or adequately providing for its debts and obligations, the remaining assets will be distributed by the Board of Directors to one or more organisations of high reputation which qualify as nonprofit charitable organisations under the law of their nation of origin, and whose purpose(s) are as close as possible to those of GCI.
- 18.5** The property of GCI is irrevocably dedicated to charitable purposes, and no part of the net income or assets of GCI shall ever inure to the benefit of any member of GCI, President, officer or any other private person. In no case may these assets be returned to the founding members or their heirs, nor be used in whole or in part in any manner for their profit.

Article 19. Rules of Procedure

- 19.1** GCI can have Rules of Procedure, which are binding upon GCI and its different bodies, the members thereof and the employees of GCI headquarters.
- 19.2** The Rules of Procedure will not contain provisions which are in conflict with this Charter, which is paramount to the Rules of Procedure.
- 19.3** The Rules of Procedure will be adopted by the Board of Directors and can be changed by the Board of Directors at any time.

Article 20. Final Declaration

- 20.1** This Charter enters into effect with its adoption by the General Assembly in Geneva on June 1, 2003. It namely replaces the charter adopted on April 7, 1998, in Kyoto.
- 20.2** 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 June 1, 2003.