

DELTA Association

Articles of Association

Article 1 Constitution

DELTA Association is hereby established as an organization pursuant to Articles 60 et seq. of the Swiss Civil Code.

DELTA Association is organized on a non-profit basis, and is neutral with respect to politics and creed.

Article 2 Purpose

The purpose of the organization is to contribute to the enhancement of the environmental management in enterprises in DELTA member countries for improved environment to achieve better competitiveness nationally, regionally and internationally.

Article 3 Seat

The association is domiciled in Lausanne, Switzerland.

Article 4 Duration

The organization's existence shall be of unlimited duration.

Article 5 Financing

The association's resources derive from the following sources:

1. A yearly contribution of CHF 100 per full member;
2. A yearly contribution of CHF 50 per associated member;
3. Income from services to third parties;
4. Contributions and donations from members and third parties accepted by the Strategy Board.

The financial liability of the members is limited to the payment of the yearly contribution.

The funds shall be used in conformity with the association's purpose.

Article 6 Membership

6.1 Full Members

Full membership with the association is open to any organisation motivated and prepared to support the Association's objectives.

The organizations founding the association as well as the organizations present at the constitutional meeting and consenting to the articles within six months after the constitutional meeting are full members.

The Strategy Board proposes new full members based on (a) its motivation letter and references, (b) a sponsorship letter from a full member, (c) legal documents or other reliable information about the profile of activities and the status of the entity, and (d) a plan of action.

Granting full membership to new members is subject to the approval of 100 % of the members present or represented at the General Assembly.

6.2 Associate Members

Any individual or organization supporting the association's objectives without claiming the voting right is eligible to be an associate member of DELTA Association.

The Strategy Board proposes new associated members based on legal documents or other reliable information about the profile of activities and the status of the entity.

Granting associated membership is subject to the approval of 100 % of the members present or represented at the General Assembly.

6.3 Honorary members

The Strategy Board can propose that an individual or an organization having shown outstanding achievements in the field of DELTA Association's objectives be granted honorary membership.

Granting honorary membership is subject to the approval of 100 % of the members present or represented at the General Assembly.

6.4 Address

Every member is obliged to inform the association of its address, e-mail and fax in writing. Notifications by the associations can be made by e-mail or fax.

6.5 Withdrawal

Withdrawal from the association by a member shall be subject to a written resignation notified to the association at least six month before the end of the financial year.

6.6 *Expulsion*

Expulsion of a full member is subject to the approval of 2/3rd of the members present or represented at the General Assembly if the member

1. has not submitted a program for two years in a row or;
2. has submitted false information regarding completion of tasks, or has submitted false claims or;
3. has not performed at least 30% of its plans without proper justification or;
4. has not been represented at the General Assembly for four years or;
5. is bankrupt.

Expulsion of a member is subject to the approval of 100% members present at the General Assembly without any grounds having to be stated.

Article 7 Organization

The association's organs are:

- General Assembly
- Strategy Board
- President
- Committees
- Executive Office
- Auditors

Article 8 General Assembly

The General Assembly is the association's supreme power.

The General Assembly consists of the full members of the Association and is convened by the President.

Each full member is entitled to one vote at the General Assembly. Associated and honorary members may participate to the meetings but have no voting right.

A full member can only be represented by another member from any category.

The General Assembly shall hold an annually ordinary meeting at the request of the president, usually in a Network country (rotational). In addition, the President shall convene an extraordinary meeting whenever necessary or at the request of 20% of the full members.

The General Assembly shall be quorate with at least 3 full members present or represented. The notice of convocation including the proposed agenda shall be sent 30 days before the General Assembly at the latest.

The General Assembly may only decide issues listed on the agenda. Any member can request that a proposition be listed on the agenda at the latest 15 days before the meeting.

The decisions of the General Assembly shall be made by a simple majority vote of the members present or represented unless these Articles of Association or the law provide otherwise. In case of deadlock, the President shall cast the tie-breaking vote.

Decisions concerning the amendment of the articles of the association and the dissolution of the association must be approved by a 2/3 majority of the full members present or represented.

The General Assembly is chaired by the President.

Minutes are taken of the decisions of the General Assembly.

Article 9 Powers and Responsibilities of the General Assembly

The General Assembly has the following powers:

1. Election of the Strategy Board members;
2. Designation of auditors and approval of ensuing reports;
3. Final approval of the activities of the organs of the association;
4. Final approval of financial reportings;
5. Approval of admission and expulsion of members;
6. Amendments of the Articles;
7. Dissolution of the Association.

Article 10 Strategy Board

The Strategy Board is the top executive body of the association and it shall be composed of 5 to 7 individuals elected by the General Assembly, with a maximum of 1 person per country.

Each member's term of office shall last 3 years. It can be re-elected. A member replacing another during the term of office will assume the term of the replaced member.

Article 11 Powers of the Strategy Board

The Board has the following powers and responsibilities:

1. Election of President;
2. Strategic decision making;
3. Assessment and evaluation of performance of Executive Office and appointment of the Manager;
4. Elaboration of policies.

Article 12 Meetings and Passing Resolutions by the Strategy Board

The Strategy Board shall convene at the invitation of the President as often as the conduct of business requires but hold at least one annual meeting in Switzerland.

In addition, every member of the Strategy Board may demand that the Strategy Board be convened within 30 days by the president. The convocation notice of a meeting and the agenda shall be sent by e-mail or fax at appropriate time in advance of the meeting.

The Strategy Board can establish and maintain meeting conduct rules dealing with quorums for meetings, procedures for decisions and minutes of meetings.

Minutes shall be taken of the decisions of the board meetings.

The Strategy Board can take decisions by written consent of the majority of its members (e-mail or fax).

In case of deadlock, the President shall cast the tie-breaking vote.

Meetings of the Strategy Board can be followed by consultants upon the discretion of the President.

Article 13 President

The President is a member of the Strategy Board. He legally represents the association to third parties.

His term as President follows his term as member in the Strategy Board.

The Strategy Board can anytime remove the President from office. 2/3rd of the strategy board members must consent. The person then remains an ordinary member of the Strategy Board. A president can be re-elected for a maximum of one additional consecutive term.

Article 14 Powers of the President

The President has the following powers and responsibilities:

1. Execution of the decisions of the General Assembly and the Strategy Board;
2. Convocation of General Assembly and meetings of the Strategy Board and heading them;
3. Linking various organs of the Association;
4. Supervising and coaching of the Executive office;
5. Adoption and development of new programmes in coordination with the respective committees;
6. Communication with donors, keeping them abreast of developments and activities.

Article 15 Committees

The Strategy Board can appoint committees for specific issues. It can nominate any person to be part of such committees.

Article 16 Executive Office

The Executive Office consists of a manager appointed by the Strategy Board and staff as needed. The manager reports to the President.

The powers and responsibilities of the Executive Office are drawn up by the President.

Article 18 Auditors

The auditors appointed by the General Assembly shall audit the association's accounts every year.

Article 19 Liability

The association shall be validly bound by the individual signature of the president. The strategy board may give the right of signature to other persons.

Article 20 Financial year

The financial year shall begin on 1 January and end on 31 December of each year.

Article 21 Dissolution

If the association is dissolved, its assets shall be transferred to another institution with a similar purpose.

Article 22 Governing Law

For all matters not covered by these Articles, Swiss Law applies.

Article 23 Entry into Effect

These articles were put in effect by the General Assembly of DELTA Association held on 2nd December 2004 in Lausanne, Switzerland.