

STATUTES OF THE ASSOCIATION FOR THE BIODIVERSITY ALLIANCE.

Enacted by the First Genral Meeting of The Biodiversity Alliance

On: October 21, 2014

Amended by:

the Members Meeting of The BA on February 14, 2015;

the Annual General Meeting of The BA on November 26, 2015;

I. NAME, DOMICILE, OBJECT AND FOUNDERS

1. Name

The Association has been formed pursuant to Articles 60 FF. of the Swiss Civil Code bearing the name “Association for The Biodiversity Alliance”, and hereinafter called or referred to as the “Association” or “The BA”.

2. Domicile

The Association shall be domiciled at the business address of its general management, which will be: Rütihofstrasse 161, Siglistorf, 5462 Switzerland.

3. Object of Association

- a) The main objective of the Association shall focus on maintaining a healthy, abundant and sustainable diversity of life on Planet Earth.
- b) Subsidiary objectives shall include:
 - 1) To unify individuals, organizations, professionals and enthusiasts who are willing to contribute to stop the accelerating destruction of our planetary ecosystem.
 - 2) To promote and support those actions, people, organisations and countries that endeavour to maintain well-balanced sustainable biodiversity and ecosystems in our world.
 - 3) To oppose those actions, in any possible legal and ethical ways, individuals or groups of people, organisations and countries that endeavour to cause harm to local, regional or global biodiversity, either directly or indirectly, through significant habitat modification or degradation where it actually kills or injures wildlife by significantly impairing essential behavioural patterns,

including breeding, feeding, or sheltering.

- 4) To bring into being an International Environmental Criminal Court (IECC).
- c) The Association shall operate as an International Non-Profit Organisation.
- d) The Association may establish alliances with other suitable organisations or entities.

4. Attainment of Object

- a) The Association shall undertake various projects and initiatives to achieve the objects.
- b) The Association may align itself with other legal persons, whether in formal alliance or not, to achieve the objects, especially where there shall be strength in greater numbers.
- c) The founders, Board and members of The BA shall use their skills, knowledge and networks to promulgate, pursue and achieve The BA's objectives.
- d) The Association shall advise on best practices for those entities seeking to reduce, minimise or end harmful activities on Planet Earth.
- e) A website (www.biodiversity-alliance.org) serves as the portal to The BA.

5. Founders of the Association

Borbely, Janos, Mr. (Switzerland)

Srinivasan, Krishnan, Dr. (India)

Venkatasamy, Rama Krishna, Dr. (Mauritius)

White, Michael, Dr. (Northern Cook Islands)

II. INTERNAL ORGANISATION OF ASSOCIATION

1. Representative Bodies

- a) The Association shall have the following managing and supervisory bodies and officers:
 - 1) General Meeting of the Association
 - 2) The Board of the Association
 - 3) President
 - 4) Secretary
 - 5) Treasurer

2. General Meeting of the Association

- a) is the highest level decision-making body of the Association;
- b) shall be due once in a year, unless requested otherwise by simple majority of Board Members;
- c) shall appoint, with simple 2/3 supermajority of all members, the Officers of the Association to serve until the next General Meeting;
- d) shall make decisions, with 2/3 supermajority of all members, about the Statute of the Association and about the liquidation of the Association;
- e) is chaired by the President unless the President delegates this duty to another Board member or requests the General Meeting to nominate and appoint a chairman/chairwoman;
- f) has to be adjourned if it is not attended by the President and the Secretary of the Association, or by their appointed representatives;

3. The Board

a) Operation

- 1) The Board is the strategic decision-making and executive body for The BA.
- 2) The meetings of the Board are led by the President unless another Board member is proposed and elected by the simple majority of the Board members for this duty.
- 3) The main business of the Board will be conducted online, with relevant documents uploaded for review, editing, approval or rejection by Board members via electronic mail or the Association's web site.
- 4) A Board member may resign, provided that notice is given by registered letter, or in special circumstances by email, sent to the Secretary of the Association at least 3 months before the effective date of the desired resignation date.
- 5) After due consideration of such letters of resignation, the Board will decide whether to accept or refuse, giving appropriate reasons in case of refusals, and the Secretary of the Board will inform the member by letter, sent by registered post or by email in special circumstances.
- 6) The Board has the discretion to accept and expedite resignation effective within shorter period of time provided adequate and justifiable reasons are given and recorded.
- 7) The lack of activity of a Board member lasting for more than three consecutive months will be considered as loss of interest, unless reason for such inactivity is justified in writing upon request from the President or from the Secretary. In such case loss of interest can trigger the termination of Board membership.

b) Meetings of the Board

- 1) Board meetings are called as required either by the President, by the Secretary or at the request of not less than two Board members.
- 2) As Board members reside and work in different continents, meetings will usually be conducted electronically (e.g. via Skype, chat or circular emails).

- 3) Each board member has one vote, which may be cast by his representative. Representative of Board members must be appointed not less than two weeks before the Board meeting in writing sent to the President and to the Secretary of the Association.
- 4) Resolutions of the Board are passed on a simple majority of all members present and can be made electronically (e.g. Skype, online chat or circular emails).
- 5) Resolutions of the Board are considered to be valid if 2/3 of the Board members are present or represented on the meeting and, if attended either by the President and the Secretary, or their representatives.
- 6) In the event of a voting tie, the appointed chairman for the said meeting shall have the casting vote.

4. President

- a) Through his or her scientific reputation the President of the Association is a major contributor to the organization's image.
- b) The President is accountable to the Board.
- c) He or she may delegate specific duties to another appointed officer of the Association, however, the accountability for them remains with the President.
- d) Chairs board meetings for the purposes of encouraging all members to participate in discussion, and arriving at decisions in an orderly, timely and democratic manner.

5. Vice-Presidents

- a) The Vice-Presidents are accountable to the Board.
- b) Vice-Presidents identify, explore and lead opportunities in their respective domains to maximize the success of The BA in reaching it's objectives.

6. Secretary

- a) The Secretary is accountable to the Board, and acts as the Executive Officer of the Association.
- b) Until the Board decides otherwise he or she possesses sole signature right for mandatory documents on behalf of the Association.
- c) The Secretary ensures that the records of the organization, such as Articles of the Association, lists of Officers, board and committee meeting minutes, financial reports, or other official records, are maintained as required by law and made available when required by authorized persons.
- d) Participates in Board meetings as a voting member.
- e) The Secretary may call special Board Meetings as required in order to conduct the activities of the Association in a desired manner and if the agenda to discuss has a pressing importance.

7. Treasurer

- a) Oversee and present budgets, accounts and financial statements to the management committee.

- b) Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies.
- c) Present regular reports on the organisation's financial position.
- d) Manage bank accounts.

III. MEMBERS

1. Members

- a) The Association shall be open for every individual and organizational entities (i.e. natural persons and group of natural persons) who share the principles and objectives of the association and accept its Statutes.
- b) In order to facilitate cooperation at the widest level various tiers for contribution or involvement shall be exist.
- c) The tiers shall be opened for admission as soon as the Board of the Association decides about the detailed rights, conditions and fees attached to the various contribution tiers.

2. Admission of Members

- a) Entities seeking admission shall have to fill in an Application Form (which will be available on The BA's website), and submit the same to the Secretary of the Associations to the contact address shown on The BA website.
- b) The Board shall examine such application(s) and admit as new contributor those who satisfy the criteria for acceptance within the various categories.
- c) Membership shall run from the date of acceptance during the course of the following 365 days.

3. Resignation of Members

- a) Any member shall be entitled to resign from the Association giving 1 month's notice by email to the Secretary of the Association.
- b) Resigning members must pay any current or outstanding contributions due to the Association.

4. Exclusion of Members

- a) The Board shall reserve the right to exclude, expel any member who is shown to have been guilty of acting to the detriment of the Association's interests or who fails to meets his obligations as defined in these Statutes despite due written warning by email from the Board.

IV. FINANCES

1. Resources

- a) The Founders shall transfer the required sum pro person to the account of The BA prior to the submission of the founding documents to the Swiss Commercial Registration Office to cover the incurring initial costs. Further financial contributions will be the subject of the Board decisions according to arising needs.

2. Budget, Accounts

- a) The annual budget of operational revenue and expenses shall be submitted to the annual General Meeting or to the Board Meeting for approval.
- b) The fiscal year is the calendar year.

3. Expenses of the Board

- a) Until the Board decides otherwise, the Board members are responsible to bear their personal expenses incurred in execution of their board-related duties from the Association.

4. Liquidation

- a) The Board can liquidate the Association if and when it is no longer capable of fulfilling its designated object.

5. Application of Association's Assets

- a) The assets of the Association remaining on completion of liquidation shall be applied to a purpose equivalent to that defined as the object of the Association or to a similar tax-exempt purpose.

V. FINAL PROVISION

1. Disputes, Court of Arbitration

- a) Disputes between members which cannot be settled amicably shall be referred to an arbitration commission.
- b) The arbitration commission agrees the arbitration procedure and makes its decision in accordance with law and equity. The decision of arbitration commission is final.

2. Effective Date of Statutes

- a) These Statutes are the initial declaration and enter into force as of their approval by the General Meeting of the Association.