

ANNEXE A

ADJUSTMENT AND AMENDMENT OF STATUTES

I. Adaptation of the Statutes to Swiss Law consequent upon the transfer of the seat of the Union.

At its 5th Session of 24 June 1960, held in Cracow, the 7th General Assembly of IUCN authorised the Executive Board to take all necessary measures connected with the decision to transfer the seat of the Union to Switzerland. These included the adaptation of IUCN's Statutes to conform with Swiss Law. The necessary adjustments, in addition to purely verbal improvements, which have accordingly been carried out and are reflected in the provisional edition of the Statutes printed for issue to and the information of participants at the 8th General Assembly, can be summarised as follows :

- (1) Additional sub-clause (xi) to Article IV B providing for the ratification by the General Assembly of decisions made by the Executive Board, which need to be ratified (i.e. made without the authority of the Assembly, or in cases of urgency). This is not in fact a substantive amendment of the Statutes, since Article V B previously authorised the Executive Board to make such decisions. This authorisation has now been re-worded in Article V B.2.
- (2) Additional sub-clause (xii) to Article IV B providing for the fixing of subscription rates by the General Assembly, in accordance with previous usage.
- (3) Additional sub-clause (xiii) to Article IV B providing for the election for a three year period of one or more auditors, who may not be Members of the Executive Board.
- (4) Addition to Article IV C providing that delegates cannot vote by proxy. This also has been the customary usage of the Union.
- (5) New sub-clause 1 of Article V B providing that at least 60 days notice shall be given of the convening of the Assembly.
- (6) New sub-clause 3 of Article V B providing that the Executive Board may delegate power of attorney simply or collectively to Members or third parties.
- (7) Additional sub-clause 2 to Article V C, providing that decisions on matters not upon the agenda cannot be made by the Executive Board, unless all members are present or represented. This procedure was previously followed and is now formally reflected in the Statutes.
- (8) Pursuant to the General Assembly's decision at Cracow, a new Article IX, providing for the seat of the Union to be in Switzerland, the exact place being determined by the Executive Board. Transfer to a place outside Switzerland requires the consent of a two-thirds majority of the votes of the General Assembly.
- (9) Additional sub-clause 4 of Article X, providing that the accounts of the Union must be examined every three years by the auditors and that they will submit a written report.

continued . . .

(10) A new Article XII, providing that the Union is an association within the provisions of Article 60 ff. of the Swiss Code of Civil Law. The Article also provides for the registration of the Union by the Executive Board, the exclusion of personal liability of its members and the prohibition of activities carried out for profit.

II. Proposed Amendments to the Statutes

Two amendments, as circulated to member states and organisations by Notice dated 7 March 1963, are proposed :-

(1) Additional sub-clauses to Article IV C, would provide more precisely for the majorities required for decisions by the General Assembly and for the entering of objections where less than 50 % of the potential votes have been cast. It is felt that IUCN should be free to hold its Assemblies in all parts of the world, but that in cases where this may result in the delegates of only a relatively few Members being able to attend, there should be provision that decisions taken by a simple majority of the Members present can if necessary be revised. Further the amendment provides that decisions may be taken by resolution circulated in writing to Members. It is felt that in view of the increased responsibilities and activities of the Union, it is essential that there should be such provision for urgent decisions to be taken, without the necessity of convening an extraordinary General Assembly or having to postpone the decision until the next ordinary Assembly.

(2) An amendment to sub-clause 3 of Article V A is necessitated by the change in the Statutes, approved at the last Assembly, whereby the General Assembly is convened every third year instead of, as formerly, every second year. In order to provide essential continuity in the Membership of the Executive Board and to enable it to function efficiently and meet its responsibilities fully, and taking into account that the immediate re-election of members of the Board is excluded by the Statutes, this amendment seeks to ensure that numerous changes in the composition of the Executive Board will not fall due simultaneously, by providing that a proportion of members elected at each General Assembly shall take office one or, if necessary, two years after election. It will in fact rarely, if ever, be necessary for the taking of office to be postponed for two years and, provided this amendment is adopted, the present Assembly will be called upon to elect five members of the Executive Board to take office immediately and four members to take office on 1st July 1964.