



WALCC

World Alliance for Low Carbon Cities

WORLD ALLIANCE OF LOW CARBON CITIES
ARTICLES OF OPERATION



WALCC

World Alliance for Low Carbon Cities

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Chapter 1 - General Principle

Article 1. The name of the Association is:

World Alliance of Low Carbon Cities (WALCC).

Article 2. WALCC is a non-profit international association, aimed at improving the international development of low carbon cities and facilitating communication and cooperation.

Article 3. The mission of WALCC is to jointly improve low carbon development by communication and cooperation.

Article 4. The association is currently domiciled in the city of Helsinki, and is governed according to local laws.

Article 5. The objective of WALCC is to perform activities for the benefit of the Members, primarily activities including promoting low carbon living ethics, developing international cooperation among governments, corporations, universities and research institutes, and supporting the application of low carbon technologies and establishment of low carbon cities.

Article 6. WALCC is a membership association.

Chapter 2 - The Organizational Structure of WALCC

Articles 7. The General Meeting (GM) is the highest formal function of WALCC. The right of GM includes framing and enacting the articles of operation as well as selecting the board members. The GM is held annually.

Article 8. The Executive Board of WALCC is the highest management body of WALCC.

Article 9. The members of Executive Board shall be appointed by the GM from a list of nominees to be drawn up by the Members. The Executive Board of the Association shall consist of at least three and at most five natural persons. They shall be members of the Board in a personal capacity and do not have to be Members of the Association.

Article 10. The Executive Board consists of one Chairperson, one to two Vice Chairpersons, and one Secretary and one Treasurer. The term of office is three calendar years after the Executive Board is appointed and can be extended with the decision of the GM. The Chairperson is in charge of the Board.

Article 11. The Executive Board may decide to appoint natural persons as advisers to the Executive Board. An adviser to the Executive Board can attend all Executive Board meetings. He/She can advise the Executive Board on all subjects. An adviser to the Executive Board is not an Executive Board member and therefore does not have the right to vote at meetings of the Executive Board.



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Article 12. A member of the Executive Board may be suspended or dismissed by the General Meeting at any time. A resolution to suspend or dismiss a member of the Executive Board shall require a majority of at least two thirds of the votes cast.

Article 13. Subject to the restrictions under the Articles of Operation the Executive Board shall be charged with the operation of the Association, including, but not limited to:

- prepare and host the GM;
- implement the decision made by the GM;
- resolve major operational disputes;
- examination and approval of WALCC membership;
- accept and process proposals and appeals from members.

Article 14. The Executive Board shall appoint a Management Team consisting of one or more Managing Directors who shall be employed by the Association.

Article 15. The Executive Board shall delegate to the Management Team all operational decisions with respect to the agreement.

Article 16. The Executive Board may delegate other powers to the Management Team and give a limited power to one or more members of the Management Team to represent the Association.

Article 17. The Management Team will be invited to attend the meetings of the Executive Board.

Article 18. The remuneration and further conditions of the employment for each member of the Management Team shall be determined by the Executive Board.

Article 19. The Executive board may lay down regulations regarding the duties of the Management Team or the individual members of the Management Team.

Chapter 3 – Membership

Article 20. Any legal organization who aims at low carbon city development and agree with the article of association can apply for the candidate membership WALCC.

Article 21. Within a period of three months of payment of fee, the candidate membership of the Association shall be converted into full membership with the approval of Executive Board.

Article 22. The criteria of accepting full membership include the nature of organizations, social influence, international economic status and the fee to WALCC. The membership is valid with the signature of the Chairperson of the Executive Board.



Article 23. The Executive Board shall keep a register in which the names and addresses of all Members are recorded, starting the date on which the agreement was signed, on which date their Membership started.

Article 24. Membership shall end:

- a. on the dissolution (legal entity) of a Member;
- b. by notice of termination by the WALCC in accordance with this article
- c. by notice of termination by the Member in accordance with this article;
- d. By notice of termination upon termination of the agreement with the Association.

Article 25. The association may give notice of termination of Membership if the Association cannot reasonably be required to continue the membership.

Article 26. Membership is only granted to the original recipient. The membership cannot be transferred or inherited.

Article 27. Organizations that have magnificent achievement of low carbon city development may be nominated for Honored Membership, in recognition of their contribution to the development of WALCC, or contribution to the low carbon city development international exchanges. Nominees for Honored Membership must be Members of WALCC. The Honored Membership will be annually conferred at the GM. Honored Members will receive a framed certificate from the Executive Board.

Article 28. The Honored Membership is entitled for one year. One organization is eligible to receive the Honored Membership continuously.

Chapter 4 - Rights of the Membership

Article 29. The members enjoy the right to initiation and ending the membership of WALCC.

Article 30. The members enjoy the right of voting in the GM of WALCC.

Article 31. The members enjoy the right of participating in international cooperation activities of WALCC.

Article 32. The members enjoy the right of receiving internal publications of WALCC.

Article 33. The members enjoy the right of getting recommendations from WALCC for low carbon related activities and initiatives.

Article 34. Members enjoy preferential access to the consulting services provided through the WALCC in the area of low carbon technology development and implementation, low carbon urban planning, low carbon city construction and administration based on the request of individual members. Such services are offered based on separate agreements between the member and the service provider.



Article 35. Members enjoy the right to post economic, commercial or project-related information on the official websites of WALCC and its lead sponsors based on the application of individual member.

Article 36. Members openly share information within the Alliance.

Chapter 5 - Contribution and obligations of the Membership

Article 37. The members shall be obligated to pay an annual fee as referred to in the agreement.

Article 38. Failure to pay (part of) the annual fee will automatically result in suspension of the Member, during which period the Member cannot enjoy the rights of a member of WALCC.

Article 39. The members shall be obligated to the article of WALCC.

Article 40. The members shall be obligated to protect the right and maintain the reputation of WALCC and its members.

Article 41. The members whose operation directly harms the reputation of WALCC will result in the membership termination procedure in the Executive Board.

Chapter 6 - Legal Issues and liability

Article 42. The members can participate in social activities in the name of Members of WALCC, but not in the name of WALCC or WALCC official lead sponsors.

Article 43. The members shall comply with the law that activities apply. WALCC shall not be liable for the legal liability caused by illegal actions of WALCC members.

Article 44. WALCC is only liable for the assets of the association at any specific time. Members, Executive Board members, the Chairperson and the management team and any staff of WALCC shall not be liable for debts incurred by WALCC.

Article 45. Members, Executive Board members, the Chairperson and the Director and staff of WALCC shall be liable for the loss of WALCC incurred by his or her own responsibility.

Chapter 7 - Financial Management

Article 46. The income of WALCC comes from the membership fee, social donation and other legal income. All the income are used to pay the service provided by WALCC to its members, including, but not limited to, organizing the GM and other member activities, operation cost of Executive Board and management team, other cost used for promotion and international cooperation.



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Article 47. The Members are obligated to pay the membership fee by 28th of February. Fees are determined by the nature of the organizations (See Annex A).

Article 48. The financial management of WALCC is referred to International Financial Reporting Standards and audited by one ordinary and one deputy auditor. The term of office is one calendar years and can be extended with the decision of the GM.

Article 49. The financial year of WALCC shall coincide with the calendar year.

Article 50. The Executive Board shall keep notes in respect of the financial position of WALCC in such a manner that the rights and obligations of WALCC can be ascertained at any time.

Article 51. The Executive Board shall submit the Financial Report and Audit Report on the course of business of WALCC and on the policy conducted.

Article 52. The Executive Board shall submit the Financial Report and Audit Report for the approval of GM. These documents shall be signed by the members of the Executive Board; if one or more signatures are missing, this shall be stated giving the reason(s).

Article 53. The Executive Board shall keep the records referred to in this article for the legally required period.

Chapter 8 - Dissolution

Article 54. To dissolve WALCC, a unanimous resolution of the Executive Board and at least two thirds of the membership votes must be cast.

Article 55. In the event of the dissolution, the Executive Board and the Management Team shall be obligated to fulfill their functions until the accounts of the assets and liabilities of WALCC have been completed in compliance with valid rules and regulations.

Article 56. If applicable, the remaining assets after dissolution will either be redistributed among the Members or be put in an independent foundation for the support of low carbon city development or for purposes most in keeping with the objects of WALCC, as determined by the GM.

Chapter 9 - Amendment of the Articles of Operation

Article 57. Amendment to these Articles of Operation shall be approved by at least two thirds of Executive Board.

ALL RIGHTS RESERVED BY EXECUTIVE BOARD OF WALCC.



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Annex A

| Category | Eligibility | Annual fee*(2016 fees) |
|--|------------------------------|------------------------|
| Premium membership (lead sponsors) | | |
| Diamond | By invitation | € 20 000 |
| Platinum | Client request | €10 000 |
| Corporate membership | | |
| Gold | Client request | € 5 000 |
| Silver | Client request | € 2 500 |
| Government membership | | |
| Gold | Client request | € 5 000 |
| NGO and research institution membership | | |
| Support | NGOs and research intuitions | € 1 200 |

* Membership fees exclude VAT.