

# Statutes of Naturefriends International (NFI)

## Preamble

The International Naturefriends Federation, founded in 1895, has its roots in the humanistic and social ideas subscribed to by the labour movement in the late 19<sup>th</sup> and early 20<sup>th</sup> centuries. The aims and fundamental values of that movement are epitomised in the paradigms of democratic socialism: freedom, justice, and solidarity.



These fundamental values of the Naturefriends movement purport that

- economic action is geared to the needs of people and to the preservation of the vital resources of the planet
- nobody must be disadvantaged or advantaged on account of colour, origin, political conviction, gender, or religion
- everybody is involved, on a basis of equality, in shaping social life
- political aims are pursued peacefully and
- nature is treated with respect.

The simultaneous pursuit of social, ecological, humanistic, and international goals is one of the Naturefriends movement's major contributions to societal development.

Inspired by this tradition, Naturefriends are nowadays guided by a comprehensive concept of sustainable development in accordance with the Agenda 2030 of the United Nations. This implies a lasting, socially just and environmentally compatible global organisation of human coexistence in peace and international solidarity.

Naturefriends International, the umbrella organisation of the Naturefriends movement, offers a platform for international encounters, exchange and joint campaigns.

## Article 1: Name, headquarters, activities

1. The name of the association is „Naturefriends International“, abbreviation: NFI.
2. Naturefriends International is based in Vienna. The association is active worldwide.

## Article 2: Members

Naturefriends International is the umbrella association of the Naturefriends organisations.

The member organisations (hereinafter referred to as "members") shall be grouped into three member categories: Members with full voting rights (A-members), members with qualified voting rights (B-members) and members without voting rights (C-members).

Each member of NFI must have a legal personality in its own right, must be not-for-profit and democratic in its structure and decision-making. Applications for membership shall be submitted together with the effective statutes and an Association Register Abstract (or equivalent certification of power of agency). Each member of Naturefriends International shall be obliged to promptly inform the Board of Naturefriends International about any statutory amendments and/or changes in chairmanship.

To enable Naturefriends International to perform its tasks, an annual subscription shall be collected from all A- and B-members. The amount and the date due for payment shall be determined by the Congress for the following Congress period.

### **1. A-Members**

Category-A members are organisations,

- which have incorporated the principal aims of NFI into their statutes and are seeking to translate them into practice
- which hold representative positions in countries and/or geographical sub-regions (e.g., in autonomous provinces or official sub-regions with their own parliaments)
- which seek to recruit members and whose activities are publicly oriented and which take an active part in the projects and campaigns of NFI.

New A-members shall be admitted by the Congress.

A-members are entitled to vote at the Congress and at the Annual Conference, have the right to elect and to nominate members of the association for election to the Board, the Audit Commission and the Arbitration Commission.

A-members are obliged to use the name "Naturfreunde" (in their respective national languages) and/or the logo in their publications (news magazines, newsletters, brochures, etc.).

There shall be not more than one Category-A member per country and/or sub-region.

### **2. B-Members**

Category-B members are organisations

- which have incorporated essential sub-aims of NFI into their statutes and are seeking to translate them into practice.

- which hold representative positions in countries and/or geographical sub-regions (e.g., autonomous provinces or official sub-regions with their own parliaments).
- which wish to cooperate with NFI at the international level.

B-Members are admitted by the Congress; decision on the related voting rights shall be part of the admission procedure.

B-members are entitled to at least one delegate vote at the Congress and at the Annual Conference.

B-members are entitled to use the designation "Naturfreunde" (in the respective national language) as well as the NFI logo.

There shall be not more than one Category-B member per country/sub-region; no Category-B members shall be admitted from countries and sub-regions with established A-members.

### **3. C-Members**

Category-C members are organisations

- which have incorporated the principal aims of NFI into their statutes and are seeking to translate them into practice.

New C-members are admitted by the Annual Conference.

Category-C members shall have an advisory vote at the Congress and at the Annual Conference.

C-members may use the name "Naturfreunde" (in the respective national language) as well as the NFI logo.

There can be several C-members in a single country. No C-members can be adopted in countries with established A-members.

### **Article 3: Purpose of the association**

The purpose of the association, whose activities are not for profit, is:

1. To promote cross-border protection of environment, nature, and landscapes as a contribution to safeguarding the natural basis of our existence.
2. To promote the internationally agreed climate targets.
3. To promote the sustainable design of economic systems based on ecological and social standards.
4. Compliance with environmental and human rights standards and the promotion of decent working conditions – particularly in tourism and along international supply chains.

5. To promote sustainable global development, in particular strengthening development cooperation, combating poverty, promoting education and gender equality and contributing to the creation of climate justice and securing ecological resources in countries of the Global South.
6. To promote and strengthen environmental awareness, understanding of global interrelationships regarding development policies and of the responsibility of the society and individuals for just global development.
7. To promote public awareness of sustainable (environmentally and socially sound) travel and leisure habits.
8. To promote sports.
9. To promote the integration and inclusion of people of different culture, religion, or ethnic origin as well as of socially disadvantaged people and people with disabilities.
10. To promote peaceful, democratic and solidary coexistence at local, regional, national and international level.

#### **Article 4: Means to achieve the purpose of the association**

1. The purpose of the organisation shall be achieved through the activities and financial means listed in paragraphs 2 and 3.
2. The activities intended for the realisation of the purpose of the association are:
  - a. Organisation of international meetings of the members (physical and online) for the exchange of information and experience, for joint positioning and strategy development and for the preparation of joint projects.
  - b. Implementation of projects
    - i. to protect the environment, nature and climate, to strengthen environmental and social standards and to safeguard human rights, as well as to integrate and include people of different cultural, religious or ethnic backgrounds and socially disadvantaged people and people with disabilities.
    - ii. to create climate justice as well as to educate and sensitize the population and safeguard ecological resources – especially in countries of the Global South.
    - iii. to promote awareness of sustainable (environmentally and socially sound) travel and leisure habits.
    - iv. to promote sporting activities and the experience of nature.

- c. Informing the public about global developments in the areas of environmental and climate protection, human rights and tourism, in particular by organising and promoting seminars, conferences, information and discussion events, educational events etc., as well as through media work such as press releases, press conferences and contacting and supporting journalists.
  - d. Imparting knowledge and skills for information and education work in the field of environmental and development policies.
  - e. Representation of the interests of the Naturefriends movement in the field of social, environmental and development policies at European and international level.
  - f. The association can be active within the framework of cooperation with organisations that are committed to the environmentally and socially just, sustainable development of the economy and society. If not all cooperation partners are tax-privileged within the meaning of §§ 34 ff BAO, both the purpose of the cooperation and the association's contribution to the cooperation must represent a direct promotion of its beneficiary purpose in accordance with § 40 paragraph 3 BAO and there must be no outflow of funds to a cooperation partner that is not a beneficiary within the meaning of §§ 34 ff BAO.
  - g. Supporting projects of members that directly promote the purpose of the association.
  - h. Issuing of publications (in print and online).
  - i. Establishment of a website and other electronic media.
  - j. Development, collection, review, reproduction and dissemination of didactically prepared teaching materials on environmental and development issues such as: writings, audiovisual media, games, exhibitions.
  - k. Promotion of Naturefriends youth organisations.
3. The necessary financial resources are to be raised by:
- a. Membership fees
  - b. Subsidies and grants
  - c. Donations, collections, legacies
  - d. Asset management (e.g. interest, other investment income, income from letting and leasing)
  - e. Financial contributions from participants and/or cooperation partners required to cover costs

f. Sponsorship money

**Article 4a: Supplementary provisions on eligibility for preferential treatment within the meaning of §§ 34 ff BAO and deductibility of donations within the meaning of § 4a EStG**

1. The activities of the association are carried out exclusively and directly for the promotion of charitable and benevolent purposes within the meaning of the Federal Fiscal Code (BAO).
2. Any purposes that are not favoured within the meaning of §§ 34 ff BAO are subordinate to the favoured purposes and are pursued to a maximum of 10% of the total resources.
3. Random profits may only be used to fulfil the favoured purposes defined in the association's statutes.
4. The association's commercial business operations shall not compete with taxable businesses of the same or a similar nature to a greater extent than is unavoidable in the fulfilment of the association's purposes.
5. The association's funds may only be used for the favoured purposes.
6. The association must fulfil its tasks in accordance with the criteria of charitable status, economic efficiency and expediency.
7. Association members do not receive any profit shares or other benefits in their capacity as members from the association's funds. Furthermore, members shall not receive more than the fair market value of any contributions in kind upon leaving the association or upon dissolution of the association. The repayment of contributions made is limited to the value of the contribution made at the time of the contribution; increases in value may not be taken into account.
8. The association may not favour any person through administrative expenses that are alien to the purpose of the association or through disproportionately high remuneration.
9. The organisation may use vicarious agents within the meaning of § 40 subpara. 1 BAO to pursue its purpose. Their activities are to be regarded as the association's own activities.
10. The association may act in part or in full as a vicarious agent for other corporate bodies in accordance with § 40 subpara. 1 BAO.
11. The association may pass on funds as donations to other institutions, to the extent of less than 10% of the total expenditure or, applying § 40a Z. 1 BAO, to beneficiary institutions within the meaning of § 4a paragraph 3 and 6, § 4b or § 4c EStG 1988 with a corresponding dedication, provided that there is at least a matching organisational purpose.
12. The association may provide goods and services to other favoured corporations in accordance with §§ 34 ff BAO by applying § 40a Z. 2 BAO.

13. The association is authorised to establish or participate in non-profit or profit corporations.
14. The association can provide funds in accordance with § 40b BAO for prizes and scholarships.
15. Pursuant to § 39 paragraph 2 BAO, the association may transfer funds to a foundation under private law, a comparable asset pool or an association.
16. The association's administrative costs in connection with the use of donations amount to a maximum of 10% of the donation income, not taking into account the costs incurred for the fulfilment of the transmission obligation pursuant to § 18 subpara. 8 EStG 1988.

### **Article 5: Children and Youth Work**

Children and youth work is entrusted to International Young Naturefriends (IYNF), whose activities are governed by the IYNF Statutes which are subject to the approval of the NFI Board. The annual financial statement and the minutes of the last IYNF general assembly shall be presented to the NFI Annual Conference.

### **Article 6: Finances**

For its financial obligations the NFI shall be liable with its assets only.

All donations collected by the association are used exclusively for the favoured purposes listed in the purpose of the association.

### **Article 7: Resignation**

Members may resign from NFI, giving six months' notice, prior to the end of the calendar year. Until the expiry of the period of notice, they shall have to meet all the obligations incurred under the present Statutes and under decisions taken.

### **Article 8: Expulsion**

Members that prejudice the reputation of Naturefriends International, that disregard the Statutes and decisions taken or that fail to pay their subscriptions, can be expelled from NFI by a decision of the Annual Conference taken with a three-quarter majority. The Board may convene an extraordinary Annual Conference for this purpose. Expelled A- and B-members are entitled to appeal against this decision to the Arbitration Commission within three months of receiving notice of expulsion. Until a decision is taken by the Arbitration Commission, all the rights and duties of the expelled members shall be suspended.

## **Article 9: Bodies**

The bodies of Naturefriends International shall be:

1. The Congress
2. The Annual Conference
3. The Board
4. The Audit Commission
5. The Arbitration Commission

## **Article 10: The Congress**

1. The Congress shall be composed of:
  - a. the delegates of the members: Categories A and B with voting rights, Category C in an advisory capacity
  - b. eight delegates from IYNF
  - c. the voting members of the Annual Conference
  - d. the members of the Audit Commission in an advisory capacity
  - e. the chairperson of the Arbitration Commission in an advisory capacity
  - f. the Executive Director in an advisory capacity.

2. In addition to their representatives in the Annual Conference, Category-A members are entitled to one delegate vote as of 1 000 members, for whom fees are paid to NFI. As of 4 000 members, for whom fees are paid to NFI, they are entitled to a further delegate vote and thereafter to one delegate vote for every additional 4 000 members, for whom fees are paid to NFI. From 40 000 members onwards, one further delegate vote for every additional 5 000 members, for whom fees are paid to NFI, is added.

The number of delegates of Category-B members shall depend on the pertinent decision taken at the previous Congress, whereby they are entitled to at least one delegate vote.

One delegate can represent up to four votes. A vote may be transferred in written form to another member entitled to vote. Members' right to vote is subject to payment of the annual membership-fee.

3. In case exceptional circumstances such as a pandemic or another severe crisis arise that make it difficult or impossible to hold the Congress in a regular manner, the Congress may be held in virtual form. For the virtual Congress, the following amendments shall apply with regard to Article 10.2: One delegate can represent up to 10 votes. In the case of a virtual Congress, the provisions for the holding of Congresses with the physical presence of

participants shall apply mutatis mutandis, whereby a technical solution must be chosen that ensures that all members entitled to participate have barrier-free access to the meeting. The decision as to whether a virtual Congress is to be held, which connection technology is to be used and in which language the Congress is to be held is made by the Board.

4. The Board may also order the organisation of a hybrid meeting within the meaning of § 4 VirtGesG.
5. The Congress shall take place every three years and is to be convened by the Board six months in advance, with the agenda attached to the letter of invitation.
6. An Extraordinary Congress must be convened at the request by at least one tenth of the members entitled to vote.
7. The Congress has a quorum, when more than one half of the votes of delegates entitled to vote are present.
8. The Congress is opened by the President of Naturefriends International or by his representative. The Congress elects the Congress Presidium and adopts Rules of Procedure.
9. The Congress shall serve the exchange of experience and the framing of NFI's policies and shall deliberate and decide on the following:
  - a. positions on fundamental and international issues
  - b. acknowledging and approving the reports, the balance sheets and the profit and loss accounts
  - c. approving the actions of the Board
  - d. amendments of the Statutes, including the determination of the seat of Naturefriends International
  - e. motions
  - f. deciding on the core issues and potential common campaign for the following Congress period
  - g. fixing the fees payable to Naturefriends International, to International Young Naturefriends and to the Solidarity Fund
  - h. admission of category A and B members as well as any changes in the status of members

- i. the election of
  - (1) the Board:
    - the President
    - up to five Vice-Presidents, one of whom shall assume the position of Treasurer
  - (2) the Audit Commission and
  - (3) the Arbitration Commission
- 10. The terms of office of the Board, the Audit Commission and the Arbitration Commission begin with the election at the Congress and end with the new election of the above listed bodies and officials at the subsequent Congress.
- 11. Motions can be submitted to the Congress by the bodies of Naturefriends International, by members entitled to vote and by International Young Naturefriends. Motions must reach the Board at least three months prior to the Congress. They have to be circulated to members two months prior to the Congress. At the Congress motions can only be submitted if they are seconded by at least one third of the delegates' votes present.
- 12. Decisions
  - a. Decisions shall be taken by a simple majority of the voting delegates present.
  - b. At the request of a member eligible to vote, the adoption of a motion can be made dependent on the majority of voting members being added to the majority of voting delegates.
  - c. A qualified majority of two thirds of the delegates' votes present is required for amendments of the Statutes and fixing of the annual membership fees.
- 13. The expenses of Congress delegates shall be covered by the sending organisations. The expenses of the Board, of the members of the Audit Commission and of the chairperson of the Arbitration Commission shall be covered by Naturefriends International.
- 14. Elections under Article 10, Pt. 8, letter i, shall be by secret ballot.

#### **Article 11: The Annual Conference**

- 1. The Annual Conference comprises:
  - a. the members of the Board that are entitled to vote
  - b. one representative of each Category-A and Category-B member, holding key positions in the respective members' top executive bodies and one representative of IYNF holding a key position in its top executive body
  - c. one representative of each Category-C member in an advisory capacity

- d. the Executive Director of NFI and one member of the Audit Commission in an advisory capacity
2. The Annual Conference shall meet at least once a year. It shall be convened by the Board. If at least three Category-A members, stating their grounds, request a meeting of the Annual Conference, the meeting must be convened within four weeks.
3. In Congress years, no Annual Conference is held.
4. The Annual Conference shall have a quorum when at least half of the members with voting rights are present. Decisions shall be taken by a simple majority. In case of a tie, a motion is rejected.
5. The Annual Conference serves the exchange of experience and the framing of policies within Naturefriends International and has to perform the following tasks:
  - a. Monitor and review the execution of decisions taken by the Congress.
  - b. Admit new category A and B members and decide on their membership fees on a provisional basis, subject to confirmation by the subsequent Congress.
  - c. Admit category C members.
  - d. Adopt the annual programme of NFI, in particular the respective priority campaign(s).
  - e. Adopt and amend the Rules of Procedure of NFI.
  - f. Approve the budgets, the balance sheets as well as reports.
  - g. Expulsion of members according to Article 8 (a three-quarter majority is required for this).
6. Negotiating language is English. The expenses of the delegates shall be covered by the sending organisations. The expenses of the members of the Board and of the Audit Commission shall be covered by Naturefriends International.
7. In case extraordinary circumstances prevent a physical Annual Conference in the presence of all participants or such a meeting would be deemed unreasonable for the members, general assemblies may also be held without the physical attendance of participants (e.g., via telephone or video conference call). Similarly, urgent decisions may be taken by means of circulation procedure via e-mail.

## **Article 12: The Board**

1. The Board shall be constituted by the President, up to five Vice-Presidents, one of whom shall assume the position of the Treasurer, and the representative appointed by IYNF. The Executive Director of NFI is member of the Board in an advisory capacity.

The members of the Board work in an honorary capacity. Not more than two members of the Board should belong to the same member organisation. Care shall be taken to achieve geographical and gender balance and involve smaller members in the Board.

2. In case a member resigns during his/her term of office, the Board shall be entitled to co-opt another member as a substitute but shall have to obtain subsequent approval by the Annual Conference. Any actions taken by co-opted Board members shall be valid until, if that is the case, the Annual Conference rejects confirmation of the co-optation. The co-opted member shall replace the resigned member for the remainder of the latter's term of office. In case the Board becomes inoperative, permanently or for an unforeseeable period of time, without supplemental co-optation, the Auditors shall be obliged to promptly convene an extraordinary Congress for the purpose of election of a new Board.
3. The Board manages the ongoing business and performs the tasks as laid down in the Statutes and set by the Congress and the Annual Conference. It employs the requisite staff, appoints the Executive Director, and monitors and reviews his/her work.
4. The Board has a quorum when at least half of its voting members are present. Decisions are taken by simple majority. In case of a tie, a motion is rejected. Should no quorum be met, decisions may be taken subsequently by electronic circular resolution.
5. The Board shall adopt its Rules of Procedure.
6. The President or, in his/her absence, one of the Vice-Presidents, shall represent Naturefriends International in all internal and external matters.
7. The Board's term of office is 3 years. Board members shall be entitled to stand for re-election for an unlimited number of times.

### **Article 13: The Secretariat**

The Secretariat is headed by the Executive Director. The Executive Director's remit is laid down in the Rules of Procedure of the Board and in the employment contract.

### **Article 14: The Audit Commission**

The Audit Commission consists of two to three persons. Each member of the Audit Commission shall come from different NFI members.

It is the Audit Commission's task to monitor compliance with the association's Statutes and the implementation of resolutions, as well as auditing the financial management of the association with regard to the correctness of accounting and the use of funds in accordance with the Statutes

within four months of the preparation of the income and expenditure account or the annual financial statements. The Board must submit the necessary documents to the Audit Commission and provide the required information. The Audit Commission shall report to the Annual Conference and the Congress on the results of the audit. The audit report must confirm the correctness of the accounts and the use of funds in accordance with the Statutes or identify any deficiencies or risks to the existence of the association. Furthermore, internal transactions and unusual income or expenditure must be identified.

One member of the Audit Commission shall be entitled to attend the meetings of all bodies in an advisory capacity.

### **Article 15: The Arbitration Commission**

An Arbitration Commission consisting of five persons shall decide disputes between members or between the latter and the bodies of Naturefriends International.

The Arbitration Commission shall constitute itself immediately following its election and shall select a chairperson from among its members.

The members of the Arbitration Commission shall be impartial and may not belong to any body – with exception of the Congress – the activity of which is subject of the dispute.

Without being bound by any specific rules, the Arbitration Commission shall decide in all conscience as a collegiate body. Its decisions shall be taken by simple majority. Its decisions are final within the association.

### **Article 16: Dissolution**

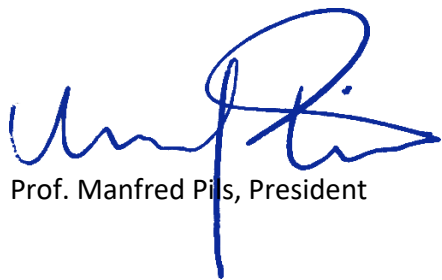
1. A decision on the dissolution of Naturefriends International can only be taken by a Congress specially convened for this purpose. At least three quarters of the Category-A and Category-B members must be represented at the Congress, and at least three quarters of the voting delegates and of the Category-A and Category-B members present have to vote in favour of the dissolution. The Congress which decides on the dissolution shall, in compliance with paragraph (2) also decide on the appropriation of the assets of Naturefriends International.
2. If the association is dissolved or if the previous favoured purpose ceases to exist, the remaining assets of the association after covering the liabilities are to be used for the favoured purposes listed in this legal basis in accordance with § 4a subpara. 2 EStG 1988. This rule shall also apply if the association is dissolved by official order.

**Article 17: Final Provisions**

The fiscal year shall be the calendar year. Naturefriends International's registered seat shall be the legal venue. The German version of the present Statutes shall be the original text.

The present Statutes were approved by the extraordinary virtual Congress on 19 December 2024.

Vienna, 19 December 2024

A handwritten signature in blue ink, appearing to read 'Manfred Pils', with a large, stylized flourish at the end.

Prof. Manfred Pils, President