

Statutes of Cortona Week Association

Art. 1 Name, domicile and definitions

1.1 A non-profit Association named “Cortona Week Association” (hereinafter “the Association”) has been established in accordance with the Art. 60 et seq. of the Swiss Civil Code.

1.2 Its registered office is in Zurich, Switzerland.

1.3 Its duration is indefinite.

1.4 The Association shall be independent in terms of politics and religion.

1.5 For the purposes of these Statutes:

- a) “Association” means the Cortona Week Association.
- b) “General Assembly” means the supreme governing body composed of the Members.
- c) “Executive Board” or “Board” means the management body of the Association.
- d) “Full Member” means a member with voting rights as defined in these Statutes.
- e) “Standard Operating Procedures” or “SOPs” means the internal rules and procedures adopted pursuant to Art. 11.
- f) “Written form” includes electronic communication by email unless otherwise specified.

Art. 2 Purpose and means of action

2.1 The purpose of the Cortona Week Association is to continue, promote, and build upon Cortona Week, initiated by Prof. Pier Luigi Luisi in 1985, and thereby to foster transdisciplinary exchange across the sciences, the arts, the humanities, and the wider domains of human knowledge and experience.

2.2 The Association advances education and lifelong learning of a kind that joins intellectual inquiry to ethical reflection, ecological awareness, and the examination of meaning, responsibility, and human values beyond disciplinary or religious boundaries.

2.3 The Association pursues its purpose through residential programmes, seminars, workshops, and other events, whether in person or online, and through initiatives and forums that encourage intellectual exchange, collaboration, and dialogue across disciplines.

2.4 The Association does not pursue commercial purposes or profit. Any surplus generated through its activities shall be used exclusively for the pursuit of the Association's purpose. No part of the Association's assets or profits may be distributed directly or indirectly to Members, apart from approved expense reimbursement.

Art. 3 Resources

3.1 The Association shall draw on the following resources to pursue its purpose:

- a) Membership fees and contributions.
- b) Income from organising events.
- c) Subsidies.
- d) Donations and grants of any kind, including bequests, which it is authorised to receive from both natural and legal persons.

3.2 Annual membership fees shall be determined yearly by the General Assembly.

Art. 4 Budget and accounts

4.1 The fiscal year is the calendar year.

4.2 Each year the Executive Board shall prepare financial documents to be submitted for approval to the General Assembly, which include the annual accounts of the previous fiscal year and the annual budget for the following financial year.

Art. 5 Membership Categories and Membership Fees

5.1 Members may be natural persons or legal entities who support the Association's purpose.

5.2 The Association has the following membership categories:

- a) Founding Members, who initiated the Association. Founding Members have the same rights and duties as Full Members and are subject to payment of the annual membership fee.
- b) Provisional Members are candidates who have fulfilled the selection criteria set out in the Standard Operating Procedures but whose membership has not yet been formally approved by the General Assembly. Provisional Members may participate in activities of the Association but do not possess voting rights and are not eligible for office. Membership fees paid by Provisional Members shall be reimbursed if membership is not approved by the General Assembly.
- c) Full Members. A Full Member is a Provisional Member whose membership has been approved by the General Assembly. A Full Member is entitled to vote at the General Assembly and is eligible for office. Full Members pay an annual membership fee.

- d) Honorary Members. The Executive Board may propose individuals who have rendered outstanding services to the Association or are of particular prestige to be awarded Honorary Membership by the General Assembly. The duration of Honorary Membership is open-ended, unless exceptional circumstances determine its end. Honorary Members are exempt from payment of annual membership fees and have no voting rights. Honorary Members may apply for full membership.

5.3 Applications for membership shall be submitted in writing to the Executive Board. The Executive Board shall review applications in accordance with the criteria set out in the Standard Operating Procedures and shall communicate its decision within a reasonable period. The Executive Board shall propose vetted applicants to the General Assembly for approval.

5.4 The record of membership is kept by the Secretary and is available for consultation by Full Members.

5.5 Affiliated participants are interested individuals of the larger Cortona Week community who express the desire to be informed about the Association and who may contribute to collective reflection.

5.6 The Association shall process personal data in accordance with the Swiss Federal Act on Data Protection (FADP) and, where applicable, the EU General Data Protection Regulation (GDPR). Personal data shall be used exclusively for purposes related to the activities and administration of the Association and shall not be disclosed to third parties without appropriate legal basis or consent.

5.7 The Association may record, document, or publish events and activities for archival, educational, communication, and promotional purposes, subject to applicable data protection and personality rights legislation.

Art. 6 Duration, resignation and exclusion of Membership

6.1 Membership is conditional upon payment of the annual fee and compliance with the Association's Statutes.

6.2 Membership shall expire:

- a) Upon resignation, exclusion or death in the case of natural persons.
- b) Upon resignation, exclusion or dissolution in the case of legal entities.

6.3 Resignation from the Association is possible at any time of the year. A resignation letter must be received by the Executive Board at least two weeks before the ordinary General Assembly. The full membership fee shall be payable even if the calendar year is incomplete.

6.4 Members may be excluded from the Association at any time on grounds of failure to comply with the Statutes or Standard Operating Procedures, or gross disregard for the spirit and aims of the Association, or non-payment of membership fees after two reminders within six months.

6.5 The Executive Board is responsible for taking the decision regarding the exclusion of a Member. Before any exclusion decision is made, the Member concerned shall be given the opportunity to present their position. Exclusion decisions shall be communicated in writing by the Executive Board. The excluded Member may appeal the decision to the General Assembly within thirty days of notification.

Art. 7 Governing Bodies

7.1 The governing bodies of the Association shall consist of the General Assembly, the Executive Board, and the Auditors.

7.2 Other non-statutory bodies may be constituted to assist the Association to pursue its goals.

Art. 8 General Assembly: Powers, Frequency, Notice and Minutes

8.1 The General Assembly is the Association's supreme governing body.

8.2 The General Assembly has the following non-transferable responsibilities and powers:

- a) Election and termination of all members of the Board.
- b) Appointment and removal of Auditors.
- c) Amendment of the Statutes and Standard Operating Procedures.
- d) Approval of the Annual Report of the Executive Board.
- e) Receipt of the Audit Report and approval of the Annual Accounts.
- f) Discharge of the Executive Board.
- g) Determination of the membership fee.
- h) Taking note of the programme of activities.
- i) Adopting resolutions and approval of submissions by the Board and the Members.
- j) Decision on approval and exclusion of Members.
- k) Resolution on dissolution of the Association and appropriation of the liquidation proceeds.

8.3 Candidates for election to the Executive Board will be proposed to the General Assembly by the Executive Board, which will centralise applications from Full Members. Nominations shall be submitted in writing before the General Assembly in accordance with deadlines and requirements defined in the Standard Operating Procedures.

Board Members and Auditors shall be elected by simple majority of the valid votes cast.

8.4 Ordinary General Assemblies shall take place every year, if possible, in the first quarter, in person or online.

8.5 In the case of online or hybrid General Assemblies, the Executive Board shall ensure appropriate technical and organisational measures allowing identification of participants, proper exercise of voting rights, and reliable recording of resolutions.

8.6 Members shall be invited to the ordinary General Assembly at least two weeks in advance. A proposed agenda shall be sent by email together with the invitation.

8.7 Members shall submit proposed agenda items in writing to the Executive Board no later than one week before the meeting, together with the rationale for the request.

8.8 The Executive Board or one-fifth of the Members may request the convocation of an Extraordinary General Assembly at any time if they state the purpose of the meeting. The meeting shall take place no later than four weeks after receipt of the request.

8.9 The General Assembly shall have a quorum if at least more than half of the Full Members are present or represented.

If quorum is not reached, a second General Assembly may be convened with the same agenda. Such second meeting shall validly deliberate irrespective of the number of Members present, except for the dissolution of the Association, for which the quorum requirements of these Statutes shall continue to apply.

8.10 The President of the Association shall chair the General Assembly. If the President is unable to participate, the Vice-President or a designated Board Member shall chair the meeting.

8.11 Full Members are entitled to one vote each; they may give a proxy to another Full Member if they are unable to participate in the General Assembly. A Full Member can receive a maximum of five proxies. Criteria for voting by proxy are set out in the Standard Operating Procedures.

8.12 The General Assembly shall pass resolutions with a simple majority of the valid votes cast. Abstentions and invalid votes shall not count. In the case of tied votes, the Chairperson shall cast the deciding vote.

8.13 Elections shall take place by open vote.

8.14 Amendments to the Statutes shall require the approval of a two-thirds majority of the votes cast.

8.15 All resolutions adopted shall be duly recorded. Draft minutes of each General Assembly shall be circulated to the Members within three weeks of the meeting. Members shall then have two weeks to review and comment on the draft, after which the minutes shall be deemed final.

Art. 9 Executive Board

9.1 The Executive Board is the management body of the Association. It has the authority to decide and act for the Association in all matters except for matters reserved exclusively to the General Assembly by law or under these Statutes.

9.2 The Executive Board shall manage the Association's current affairs, execute decisions of the General Assembly and represent the Association externally.

9.3 With the exception of the President, who is elected by the General Assembly, the Executive Board shall constitute itself and allocate internal roles.

9.4 The Executive Board shall consist of at least three but no more than seven persons and must include:

- a) President, who provides leadership with the support of the Board.
- b) Vice-President, who deputizes for the President.
- c) Treasurer, who is chosen among the Board's members and assists with financial and accounting matters.
- d) Secretary, who is chosen from among the Board's members. The Secretary keeps the record of Members, sends out to Members any relevant communication and records decisions of the General Assembly and of Board meetings.

9.5 Board Members may hold several Board positions.

9.6 The term of office shall be three years, the mandate beginning with election by the General Assembly and terminating at the ordinary General Assembly following the expiry of the three-year term. Re-elections are possible.

9.7 Board Members can resign at any time.

9.8 In the event of resignation or incapacity of a Board Member during the term of office, the Executive Board may appoint an interim replacement until the next General Assembly, which shall decide on the appointment for the remainder of the term.

9.9 If the number of Board Members is below the minimum of three, a General Assembly shall be convened within two weeks to elect new Board Members to complete the remaining term of office. During this period only administrative duties shall be performed by the remaining Board Members.

9.10 Board members shall perform their duties on a voluntary basis. They are entitled to reimbursement of actual expenses.

9.11 Board Members shall disclose any conflict of interest (actual, potential or perceived) and shall refrain from voting on matters to which the conflict relates.

9.12 The Executive Board shall convene as often as the Association's affairs require but at least twice per calendar year. Any Board Member may request the convocation of a meeting, stating grounds for this request.

9.13 Full Members may request access to approved resolutions or extracts of Executive Board minutes. The Executive Board may withhold or redact confidential information or information whose disclosure could harm the interests of the Association or third parties.

9.14 The Board may establish a Scientific Board, an Advisory Board, and working groups (specialised groups). Criteria are laid out in the Standard Operating Procedures.

9.15 The Board may establish an Office for the needs of the Association, depending on circumstances and available resources and employ or engage individuals to achieve the Association's objectives in return for appropriate compensation.

Art. 10 Auditors

10.1 The General Assembly shall elect one to two Auditors or a legal entity to audit the accounts and conduct a spot check audit at least once a year.

10.2 The Auditor or Auditors shall submit a report and recommendation to the Executive Board for the attention of the General Assembly.

10.3 The Auditor or Auditors shall be appointed for a maximum of three years. Re-elections are possible.

10.4 The Auditor or Auditors shall be independent of the Executive Board and shall not hold any other office within the Association during their term as auditors.

Art. 11 Standard Operating Procedures

11.1 The Executive Board shall draft internal regulations and policies called "Standard Operating Procedures" (in short: "SOPs") necessary for the implementation of these Statutes and the efficient functioning of the Association.

11.2 SOPs shall not contradict mandatory law or these Statutes.

11.3 SOPs and amendments thereto shall enter into force upon approval by a simple majority of the General Assembly.

11.4 In case of any conflict between the Standard Operating Procedures and the Statutes, the Statutes shall prevail.

Art. 12 Representation and Liability

12.1 The Association shall be bound by the collective signatures of the President and one additional Board Member unless the Executive Board determines otherwise for specific operational or banking matters through internal regulations.

12.2 The Association's assets shall be solely liable for the Association's debts. Personal liability of the Members is excluded.

Art. 13 Dissolution and Liquidation

13.1 The dissolution of the Association may be decided by resolution of an Extraordinary General Assembly convened for this purpose. It requires a two-thirds majority of the votes cast provided that at least half of all Full Members are present.

13.2 If fewer than half of all Full Members are present at the meeting, a second meeting shall be convened within a period of one month. At this meeting, the Association may be dissolved by a two-thirds majority of the votes cast even if less than half of the members are present.

13.3 Upon dissolution of the Association, the Association's assets shall be transferred to a tax-exempt organisation pursuing the same or a similar purpose. Distribution of the assets among the Members is excluded.

Art. 14 Final Provision

14.1 Any matter which is not covered by the Statutes or the Standard Operating Procedures is governed by the provisions of the Swiss Civil Code, Art. 60 et seq.

14.2 Unless otherwise required by law or these Statutes, communications and notifications of the Association may validly be made electronically, including by email.

14.3 The Association and its Members shall endeavour to resolve internal disputes amicably through dialogue and mediation before resorting to judicial proceedings. Swiss law shall apply exclusively. Jurisdiction shall lie at the registered office of the Association.