

ARTICLES OF ASSOCIATION



OF THE «UNESCO WORLD HERITAGE RHAETIAN RAILWAY IN THE ALBULA/BERNINA CULTURAL LANDSCAPE»

Issued by the Foundation Meeting 13th June 2007, together with the amendment to the Articles of 11 April 2008 and 4 April 2012

CHARTER / PREAMBLE

In assuming responsibility for the Rhaetian Railway in the Albula/Bernina Cultural Landscape, and in their awareness that the site is a cultural asset of exceptional universal value, all members of the Association aim to:

- safeguard the internationally significant monument of the Rhaetian Railway in the Albula/Bernina Cultural Landscape with appropriate measures for the protection and maintenance of its appearance, character and substance and to further develop it in observance of and compliance with the defined provisions, values and objectives of UNESCO and the charter for the protection of the Natural and Cultural World Heritage;
- coordinate and further develop the current protection and planning instruments for the railway and the cultural landscape;
- appraise the condition of the asset continuously using appropriate monitoring and surveillance measures and take all necessary steps to improve management of the Site;
- work together to this end, exchange information and resources and cooperate in order to achieve the common objective;
- secure and promote the cultural diversity of the region by implementing appropriate measures;
- recognise the identity-forming, conserving and protective qualities of the intangible values of the heritage and act accordingly;

- promote and support economically efficient and sustainable utilisation of the railway as an ecological means of transport;
- foster regional value-added with projects that underpin the precious cultural and historical attributes of the railway and the cultural landscape;

I. GENERAL PROVISIONS

Article 1 Name and domicile of the Association

An association domiciled in Chur under the name **UNESCO World Heritage Rhaetian Railway in the Albula/Bernina Cultural Landscape (World Heritage RhB)** is constituted pursuant to the provisions of Art. 60ff. of the Swiss Civil Code ZGB.

Article 2 Purpose of the Association

The Association supports the «Rhaetian Railway in the Albula/Bernina Cultural Landscape» candidature for recognition as a UNESCO World Heritage Site. In the event of inscription of the Site on the World Heritage List, the Association shall promote the conservation and sustainable utilisation of the World Heritage asset «Rhaetian Railway in the Albula/Bernina Cultural Landscape» and shall undertake the task entrusted to it by the Canton Graubünden, the Federal Office of Culture and the Rhaetian Railway in the Management Plan.

Article 3 Financing of Activities

The requisite financial resources will be raised by:

- a) membership contributions,
- b) patron contributions,
- c) sponsor income,
- d) contributions from the public purse,
- e) dues in connection with use of the label,
- f) other yields and income.

Article 4 Use of Resources

¹ Association funds may only be used for the purposes stipulated in the Articles. Contributions paid will not be reimbursed in the event of resignation from or winding up of the Association.

² In the event of winding up and disbanding of the Association, or cessation of the previous purpose of the Association, the Assembly of Delegates shall decide on the utilisation of Association funds.

³ The existing assets of the society are to be assigned to one or more tax-exempt institutions with the same or similar purpose, with registered place of business in Switzerland. Distribution of the association's assets among its members is excluded.

Article 5 Responsibility

The assets of the Association, and solely the assets, shall be liable for the Association commitments. The Members are released from any personal financial obligation, in particular the obligation to replenish funds.

Article 6 Foundation of the Association

The Association shall be constituted by the acceptance of members on the occasion of a foundation meeting. This meeting shall approve the Articles of Association and the Organisation Regulations.

II. MEMBERSHIP

Article 7 Categories of Membership

The Association comprises the following categories of membership:

- a) A-Members (with voting rights);
- b) B-Members (without voting rights);
- c) Honorary Members;
- d) Patrons.

Article 8 A-Members (with voting rights)

¹ A-Members of the Association with voting rights may be

- a) the Rhaetian Railway;
- b) communities within the perimeter of the UNESCO World Heritage Site (core zone or primary buffer zone);
- c) the Canton Graubünden;
- d) the Province of Sondrio
- e) the Federation.

² The Rhaetian Railway and the Canton shall each hold 60 votes, the Province of Sondrio 15 votes, the Federation 40 votes and the communities together a maximum of 75 votes at the Assembly of Delegates.

³ The distribution of the votes of the communities within the perimeter shall be determined in the Organisation Regulations taking into account specific interests and involvement (e.g. area within the core zone, tourism interests or number of inhabitants).

⁴ A-Members acquire membership status by resolution of the foundation meeting or the Assembly of Delegates. Application for membership shall be made in writing.

Article 9 B-Members (without voting rights)

¹ B-Members of the Association without voting rights may be

- a) organisations or institutions with a relationship to the World Heritage;
- b) persons or organisations fulfilling the conditions for utilisation of the label.

² B-Members have no voting rights and acquire membership status by resolution of the Executive Committee. Application for membership shall be made in writing.

Article 10 Honorary Members

¹ Honorary Members are natural persons or organisations who have been of service to the World Heritage.

² Honorary Members shall be appointed by the Executive Committee. They shall have no voting rights.

Article 11 Patrons

¹ The Association may appoint Patrons to perform its tasks. Patrons have no voting rights.

² The Executive Committee shall decide on the acceptance of Patrons. Acceptance may be refused without stating the grounds.

Article 12 Members' Obligations

Members are bound to further the interests of the Association to the best of their ability. They shall comply with the Articles of Association, the Organisation Regulations and the resolutions of the Association's corporate bodies.

Article 13 Membership Contributions

¹ A-Members (with voting rights) are required to pay the membership contributions set out in the Organisation Regulations. These Regulations must be approved by the Assembly of Delegates. The Federation is exempted from the obligation to pay an annual contribution, but it may make financial allocations at its discretion.

² The sum total of contributions by A-Members shall be a maximum CHF 78,000 per year divided between the Rhaetian Railway, the Canton and the communities in proportion to the number of votes held. The membership contribution for a single community within the perimeter shall not be less than CHF 200 and not more than CHF 2,800 (minimum CHF 200 and maximum CHF 400 per voting right).

³ Contributions by B-Members shall be at least CHF 100 and at most CHF 1,500, according to the specific interests and financial resources of each member.

⁴ Honorary Members are not required to pay a contribution.

⁵ The annual contribution for patrons shall be CHF 500 for organisations and CHF 100 for natural persons.

⁶ Membership contributions shall be payable from the beginning of the association year.

Article 14 Termination of Membership

¹ Membership shall lapse upon voluntary resignation, or exclusion from or winding up of the Association. Voluntary resignation may be submitted subject to a one-year term of notice per end of year. Notice of resignation shall be submitted to the Executive Committee in writing.

² The Executive Committee may exclude members who have breached the purpose of or been detrimental to the Association, or have not paid their contributions. Such resolution shall be adopted by a simple majority and the excluded member notified in writing.

³ Members who have resigned or been excluded shall not be entitled to any claim whatever against the Association. They shall lose all membership rights; nevertheless they shall be required to meet all commitments extant at the time of termination of membership. Membership contributions already paid shall not be reimbursed.

III. ORGANISATION

Article 15 Corporate Bodies

The corporate bodies of the Association are:

- a) the Assembly of Delegates;
- b) the Executive Committee;
- c) the Panels of Experts;
- d) the Office(s) and;
- e) the Auditors.

Article 16 Assembly of Delegates

¹ The Assembly of Delegates is the supreme governing body of the Association.

² The Assembly of Delegates shall comprise representatives of the members.

³ The number of delegates and their voting rights are set out in the Organisation Regulations.

⁴ B-Members, Patrons and Honorary Members may attend the Assembly of Delegates. They have no voting rights but may submit motions to the Assembly.

⁵ The Executive Committee shall convene an Ordinary Assembly of Delegates annually.

⁶ The Assembly of Delegates shall be convened no later than six months after the accounts are closed. Every member shall be informed in writing of the items on the agenda 20 days before the scheduled date of the Assembly.

⁷ The Assembly of Delegates shall be chaired by the President or by his/her deputy if the President should be prevented from attending.

⁸ All elections and resolutions approved by the Assembly of Delegates require a simple majority of votes of the members present. In the event of a parity result, the Chairman shall have the casting vote. In the event of a parity result at an election, the decision shall be taken by casting lots.

⁹ An Extraordinary Assembly of Delegates shall be convened by the Executive Committee or the Assembly of Delegates in response to a duly substantiated motion put forward by at least 1/5 of the members or upon request of the auditors within 30 days of such application.

Article 17 Duties of the Assembly of Delegates

The Assembly of Delegates has, In particular, the following prerogatives:

- a) Approval of the minutes of the previous Assembly of Delegates;
- b) Acceptance and approval of the annual and activity reports;
- c) Acceptance and approval of the financial statements;
- d) Acceptance and approval of the auditors' report and grant of discharge to the auditors;
- e) Resolution on acceptance and exclusion of A-members;
- f) Election of the members of the Executive Committee pursuant to Article 20, paragraph 2, provision e; as also the President, the Vice President and the auditors;
- g) Determination of the amount of membership contributions and the budget;
- h) Establishment of an Appeals Board to deal with refusals of candidates for membership and exclusion of members by the Executive Committee;
- i) Resolution on amendments to the Articles of Association and the Organisation Regulations;
- j) Resolution on the winding up of the Association;
- k) Resolution on motions.

Article 18 Association Year

The Association year shall run from 1st January to 31st December.

Article 19 Motions

Resolutions of the Assembly of Delegates shall only be valid for items of business shown on the agenda. Motions to the Assembly of Delegates shall be submitted to the Executive Committee in writing before the close of the association year.

Article 20 Executive Committee

¹ The Executive Committee shall comprise a maximum of eight persons and be chaired by the President.

² The Executive Committee shall be determined as follows:

- a) the Canton Graubünden shall appoint one member;
- b) the Federation shall appoint one member;
- c) the Province of Sondrio shall appoint one member;
- d) the Rhaetian Railway shall appoint two members;
- e) the Assembly of Delegates shall elect a maximum of three members who shall, In particular, safeguard the Interests of the communities within the perimeter of the UNESCO World Heritage Site (core zone).

³ Subject to the exceptions provided for in Art. 17 f, the Executive Committee shall constitute itself.

⁴ Members of the Executive Committee may also, and concurrently, be Delegates.

⁵ Term of office for the President, Vice President and the Executive Committee shall be three years. By-elections shall apply solely for the remaining period of that term of office.

⁶ The Executive Committee shall be convened by the President or by the Vice President if the President should be prevented, stating the items on the agenda. The Executive Committee shall also be convened upon demand of at least three of its members.

⁷ Resolutions of the Executive Committee shall only be valid for items of business figuring on the agenda. Resolutions may only be adopted on items of business not duly entered on the agenda, if the Executive Committee has expressly resolved that such business may be handled. The Executive Committee shall pass its resolutions by a simple majority. In the event of a parity result, the President shall have the casting vote.

Article 21 Obligations of the Executive Committee

¹ The President shall represent the Association both internally and externally, vis-à-vis authorities, organisations and third parties. He/she convenes sessions and meetings and presides over them.

² Operation of the Association is incumbent on the Executive Committee. It shall assume such duties as are not the prerogative of other constituent bodies of the Association pursuant either to the law or the Articles of Association. In particular, the competence of the Executive Committee shall cover the following duties:

- a) Organisation of the business office(s) insofar as the same is/are not provided by the Rhaetian Railway;
- b) Allocation of tasks to the office(s) and monitoring of work done by the office(s);
- c) Compilation and approval of the Internal Regulations for the business office;
- d) Acceptance and exclusion of B-Members, Honorary Members and Patrons as also determination of the amount of the relevant membership and sponsor contributions;
- e) Motions for approval of the financial statements to the Assembly of Delegates;
- f) Motions on the budget and membership contributions to the Assembly of Delegates;
- g) Administration of Association assets;
- h) Performance of the duties set out in the Management Plan in conjunction with the partners concerned;
- i) Preparation of annual and activity reports for the Assembly of Delegates;
- j) Convocation, organisation and conduct of the Assembly of Delegates;
- k) Execution of resolutions adopted at the Assembly of Delegates;
- l) Regulation of the mode of authorised signature of the Association;
- m) Appointment of the panels of experts, issue of instructions to and surveillance of the same;
- n) Constitution of working groups.

Article 22 Panels of Experts

¹ The Executive Committee shall deploy the following panels of experts:

- a) Panel of Experts – Railway (monitoring and controlling – railway);
- b) Panel of Experts – Cultural Landscape (monitoring and controlling – cultural landscape);
- c) Panel of Experts – Information and Use of Label.

² Further consultative panels may also be appointed.

³ Depending on their area of expertise, members of these panels shall be drawn from representatives of the Federation, the Canton, the Rhaetian Railway, the communities within the UNESCO World Heritage perimeter and Graubünden Ferien or from the ranks of other specialists. Persons who are not members of the Association may officiate on the panels of experts.

⁴ The panels of experts promote and support the efforts of the Association and perform the tasks assigned to them by the Executive Committee to the best of their ability. They support contact with the regional, cantonal, national and international instances in connection with the UNESCO World Heritage. They promote and channel information to the regional, cantonal, national and international authorities. They also strive to ensure that the objectives and activities of the Association comply with the federal and cantonal laws and strategies.

Article 23 Office(s)

¹ The Office is put up by the Rhaetian Railway. If not organised by the Rhaetian Railway, the Executive Committee shall elect and appoint the Office(s).

² The powers and responsibility of the Office(s) are set out in internal regulations.

Article 24 Statutory Auditors

¹ The Assembly of Delegates shall elect two auditors who may not be members of the Executive Committee.

² The auditors are responsible for supervising the financial administration, monitoring cash-in-hand and auditing the closing of accounts. They report on their findings to the Assembly of Delegates.

³ The auditors' term of office shall be two years. The auditors may be re-appointed for a maximum of two further terms.

⁴ The provisions governing the exclusion and resignation of members of the Executive Committee apply analogously for the auditors.

⁵ Instead of two auditors, an independent auditing company may be entrusted with these duties.

Article 25 Cooperation with Italy

The Federation shall regulate cooperation with Italy in a Cooperation Agreement and represent the interests of Italy on the constituent bodies of the Association.

IV. FINAL PROVISIONS

Article 26 Voluntary Dissolution of the Association

¹ The voluntary dissolution of the Association may be resolved only at an Extraordinary Assembly of Delegates convened for this purpose and only by a 2/3 majority of the valid votes cast.

² The Assembly of Delegates shall decide on the distribution of the positive assets of the Association at the time of dissolution.

³ The existing assets of the society are to be assigned to one or more tax-exempt institutions with the same or similar purpose, with registered place of business in Switzerland. Distribution of the association's assets among its members is excluded.

Article 27 Concluding Provisions

¹ Cases not regulated in the present Articles of Association shall be decided by the Executive Committee subject to the reserve of approval by the next Assembly of Delegates.

² Further, the relevant legal provisions pursuant to Art. 60 ff of the Swiss Civil Code (ZGB) shall apply.

Chur, 4th April 2012

The President:



Hans Amacker

The Recorder:



Andreas Bass