

# THIRD HORIZON EARTH

## Articles of Association

Geneva, Switzerland

January 12, 2023



(Originally adopted in Geneva, on 12 January 2023)

THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION

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**THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION****PREAMBLE**

Third Horizon Earth (3HE) is an international, nonpartisan, public benefit actor that surfaces and shares emergent strategies for regenerative development, making them accessible and ubiquitous. 3HE serves innovators and citizens globally who seek holistic systemic solutions that reverse the environmental and social threats undermining humanity's highest aspirations while rebuilding social and economic systems to better promote thriving livelihoods and communities in synergy with others and our natural environments.

**ARTICLE 1 – Establishment and Seat**

1. The Third Horizon Earth Association, hereinafter the “Association” or “3HE”, is hereby constituted as an association in accordance with Article 60 et seq. of the Swiss Civil Code.
2. The Association is created for an indefinite period of time and has no profit purpose.
3. The seat of the Association shall be in the canton of Geneva, Switzerland.

**ARTICLE 2 – Purpose**

3HE promotes the discovery and adoption of holistic societal, economic, and environmental development strategies consistent with regenerative development, and associated concepts, to create flourishing societal and environmental behaviors and structures. 3HE takes an evidence-based, community-informed approach to identifying and connecting innovative practices and emerging ideas among pioneers in business, government, civil society, finance, and academia. 3HE's objectives shall be to:

1. Build a thriving intellectual and practical environment for regenerative pioneers and innovators, within and across disciplinary, geographic, and cultural boundaries.
2. Empower and engage regenerative pioneers in sharing and learning from each other in the pursuit of successful cross-sectoral initiatives involving business, government, civil society, financial, and academic sectors, among others.
3. Empower regenerative pioneers to advance successful ventures by finding, contextualizing, and sharing innovation in the field, enabling them to better identify and integrate relevant intelligence.
4. Provide a quality-focused process that helps regenerative pioneers sharpen their own ideas while providing the platform to effectively communicate with a relevant community of potential collaborators and a broader public.
5. Function as a bridge connecting emergent whole-systems innovators with the leading practitioners in the sustainable development movement, creating a multidirectional flow of practice and scale that are mutually enriching.
6. Identify and advocate for the enabling frameworks in government, finance, evaluation, and other “condition setting” aspects of operation that support an effective innovation environment for the field at large.

**THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION****ARTICLE 3 – Functions**

In pursuit of its objectives, 3HE will:

1. Provide information and analytic services through published outputs that identify and engage field practitioners in surfacing and sharing innovative practice and emerging theory. This may include news, analysis, events, and resources delivered via its website and social media channels.
2. Facilitate dialogue that advances knowledge and sharing within and across segments of its communities, including hosting, participating in meetings, and linking issues within the regenerative development field to other domains.
3. Enhance connections between practitioners and other pioneers in the field, strengthening cross-disciplinary collaboration and providing a platform for promoting community interaction and co-learning.
4. Provide additional services such as intelligence reporting, sectoral and issue research.
5. Undertake any other function that Members may deem appropriate.

**ARTICLE 4 – Members**

1. Members of the Association, hereinafter “Members”, shall consist of individuals who are committed to the mission of 3HE, are ready to contribute via nonpartisan stewardship roles, and who bring the skills and capacities to advance 3HE’s work.
2. Members shall serve in their individual capacities as stewards of 3HE’s mission (i.e., not representing organizations, constituencies, specific methods, etc.).
3. Members are not eligible for compensation in exchange for their services (with the exception of the Executive Director). Expenses incurred in carrying out their duties may be reimbursed at rates consistent with those established for the 3HE Engagement Team.
4. Membership does not confer any ownership right to the Association’s assets.

**ARTICLE 5 – Joining and Leaving the Association**

1. The Founders of the Association are its initial Members. After establishment, the General Assembly will make decisions on admission of new members.
2. Member candidates may apply to the Association by presenting a request in writing to the General Assembly. The General Assembly may also conduct active outreach for candidates.
3. The General Assembly should strive to ensure that the Membership reflects a diversity of skills, experience, and perspectives that serve the interdisciplinary orientation of 3HE. Membership should be balanced, to the extent possible, in respect to gender, regions of origin, substantive, and technical expertise.

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4. The term of membership will be three years with the possibility to serve a second term at the invitation of the nominating body for a total of six years of consecutive service.
5. Membership terminates:
  - a) Upon completion of a Member's term of service.
  - b) Upon voluntary resignation submitted in writing to the Executive Committee.
  - c) Or upon a decision of the General Assembly.

#### ARTICLE 6 – Financial Resources

The financial resources required for the operation of the 3HE shall be sought from sources that are aligned with its intention and mission. All resources of the Association shall be used exclusively for its not-for-profit objectives.

1. 3HE shall devote any assets, revenue, or excess funds to its programs. In no case shall funds be returned to contributors.
2. 3HE will pursue revenue via voluntary contributions from its communities of users.
  - a) The General Assembly may set applicable fees and contribution levels as deemed necessary.
  - b) Broad-based, participatory social transformation is a priority for 3HE and the Association is committed to ensuring that financially constrained individuals and organizations will be able to access basic tools and services free of charge.
3. The Association will seek additional funding to supplement its community-support strategy. This may include from:
  - a) Philanthropic foundations and other charitable sources.
  - b) Tiered service / benefit plans for individuals and corporate entities.
  - c) Fee for service and consulting projects that do not conflict with 3HE's purpose and brand.
  - d) Other sources as determined by the General Assembly.

#### ARTICLE 7 – Organs

The Third Horizon Earth Association shall comprise the following organs:

1. The General Assembly is the *highest decision-making authority* for the Association and is comprised of Members of the Association. It provides the mandate and direction for the Executive Committee and Engagement Team. It serves a stewardship role for the present and anticipated interests of the regenerative development community globally.
2. The Executive Committee is comprised of Members of the General Assembly and acts as the *executive governance* body for 3HE, responsible for operational management of the Engagement Team and accountable to the General Assembly.

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3. The Engagement Team is the *executive operational body* accountable to the General Assembly and Executive Committee. Led by an Executive Director appointed by Members, the Team is responsible for executing the mission and programmatic mandates of 3HE including programmatic strategy and execution, operating rules and procedures for the organization, acquiring strategic and financial resources; and staffing and management of employees and volunteers.
4. The Informal Advisory Board is constituted and managed by 3HE's Executive Director. It plays no formal role in governance or operations.

## ARTICLE 8 – Officers and Roles

3HE's General Assembly and Executive Committee will designate officers from among Members. Officers will lead the Association's governance and ensure that it is fulfilling its legal duties and mission. Officer positions include:

1. Chair of the General Assembly and Executive Committee. If possible, the Chair should have one-year of prior service as a Vice Chair. The Chair will have the following duties:
  - a) Acting as a nonpartisan leader on behalf of the organization and its mission.
  - b) Convening and managing General Assembly and Executive Committee meetings.
  - c) Collaborating with the Secretary to ensure that agendas and meetings are properly convened and documented, and that minutes and readouts are produced.
2. Vice Chair. The Vice Chair's duties are to fulfil functions when the Chair is unable to do so or as the Chair's designated representative.
3. Treasurer. The Treasurer is responsible for financial matters, reporting and ensuring compliance. The Treasurer will:
  - a) Possess skills sufficient to guide organizational action and public accountability on financial matters in collaboration with staff and external financial experts.
  - b) Ensure that financial reporting and procedures are timely and performed following appropriate and current practices in the field.
4. Executive Director. The Executive Director is appointed by the General Assembly and is an ex-officio Member representing the Engagement Team in the governance process.
5. Secretary. The Secretary is charged with organization and conduct of meetings, recording of decisions and ensuring that the other bodies follow best practice on process and rules of procedure. The Secretary will:
  - a) Convene meetings in consultation with the Chair and Executive Director.
  - b) Author minutes and readouts, and present for ratification.
  - c) In consultation with other officers, review and ensure that accountability procedures and practices are adequate and reflect the needs of all stakeholders in the General Assembly, Executive Committee, and any subcommittees.

**THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION****ARTICLE 9 – General Assembly**

1. The General Assembly shall have the following duties and responsibilities:
  - a) Adoption and amendments to the Articles of Association
  - b) Review and approve prospective 3HE strategies, work programs, and budget for the coming year.
  - c) Review and approve audit and reports on financial accountability and systemic integrity, on the impact of 3HE programs, and on the 3HE's operations based on annual financial accounts, and annual performance and operating reports.
  - d) Review of governance and Member performance.
  - e) Dissolution or merger of the Association.
  - f) The General Assembly delegates to the Executive Committee the power to administer and represent the Association.
2. The General Assembly has the right to:
  - a) Appoint and dismiss Members.
  - b) Appoint and dismiss all officers.
  - c) Appoint and dismiss Executive Committee members.
  - d) Appoint and dismiss the Executive Director.
  - e) Appointment and dismissal of additional subsidiary committees (e.g., Audit Committee, Nominating Committee).
  - f) Appoint and dismiss an external auditor at its discretion or when required by law.
  - g) Approve the minutes of previous meetings.
  - h) Determine all other matters not explicitly assigned to the Executive Committee.
3. General Assembly Ordinary meetings are convened in-person or virtually at least once annually.
  - a) The General Assembly will be convened and presided over by the Chair or Vice Chair.
  - b) The General Assembly is validly constituted regardless of the number of members present.
  - c) The Chair may take all reasonable actions as necessary to preserve order at a meeting of the General Assembly.
  - d) Exceptional meetings of the General Assembly can be convened if supported by at least 20% of Members.
  - e) The General Assembly may invite to its meetings observers or additional participants at its discretion.

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- f) Invitations to the General Assembly meeting shall be dispatched at least one month in advance, communicating the proposed agenda.
- g) Relevant documentation shall be managed by the Secretary in coordination with the Chair and Executive Director, and dispatched with sufficient time for review by members.
- h) Members may request amendments to the agenda up to two weeks prior to the meeting. The members shall be informed at least one week prior to the General Assembly meeting of any items so proposed.
- i) Unless agreed by consensus, no items of business will be considered by the General Assembly without inclusion in the agenda for the relevant meeting.
- j) Decisions are taken by a simple majority of the members present. Each member may exercise one vote. The General Assembly, however, shall endeavor to take its decisions by consensus.
- k) Voting may take place in person or virtually as determined by the Chair.
- l) Decisions related to a revision of the Articles of Association, the dissolution of the Association, its merger with other institutions, acquisition or dismissal of Members require the approval of at least 75% of all members.
- m) Members are obligated to disclose any potential conflict of interest and recuse themselves from participation in accordance with article 68 of the Swiss Civil Code.

#### ARTICLE 10 – Executive Committee

The Executive Committee is charged with the efficient, accountable, and transparent operation of 3HE. It reports to the General Assembly.

1. Initial Executive Committee members are elected by the Founders and thereafter by the General Assembly. They include the Chair, Treasurer, Secretary, and Executive Director.
  - a) The Chair shall act as the head of the Executive Committee.
  - b) General Assembly Members who are not part of the Executive Committee may observe the meetings.
  - c) The Executive Committee may invite observers or additional participants at its discretion.
2. The Executive Committee has the following duties.
  - a) Approve audit and reports on financial accountability and systemic integrity, on the impact of 3HE programs, and on the 3HE's operations based on annual financial accounts, and annual performance and operating reports for submission to the General Assembly.
  - b) Review and approve prospective 3HE strategies, work programs, and budget for the coming year for submission to the General Assembly.
  - c) Recommend a review process for governance and member performance.

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- d) Recommendation of an auditor (where the General Assembly or law determines one is needed).
- e) Other matters and processes as delegated by the General Assembly.

#### ARTICLE 11 – Engagement Team

The Engagement Team is comprised of an Executive Director and any paid and voluntary staff engaged to execute 3HE's programs.

1. Pursuing the mandates of the General Assembly under the management of the Executive Committee, the Executive Director leads the Engagement team to:
  - a) Execute the work plans of 3HE in accordance with the mandate and programs approved by the General Assembly and the guidance of the Executive Committee.
  - b) Pursue community management and related services and programs.
  - c) Deliver financial, performance and management reports; work plans, budgets and documentary evidence supporting current and planned activities.
  - d) Ensure transparency in operations, and the nonpartisan pursuit of 3HE's mission.
2. Consistent with a delegated model of governance, the Executive Director:
  - a) Develops and executes the plans and programs of 3HE to generate impact.
  - b) Manages the Engagement Team in generating impact and value for its communities.
  - c) Represents 3HE publicly and leads in 3HE's communications with its communities.
  - d) Mobilizes Members, Engagement Team, and allies in generating financial resources and strategic collaborations.
  - e) Appoints and dismisses personnel. Establishes 3HE staff rules, operations, and procedures in accordance with best practices in the field.
  - f) Prepares meetings of the General Assembly and Executive Committee in co-operation with the Chair.
  - g) Constitutes and manages an informal Advisory Group to provide program expertise, network development, and other needs as they arise.
  - h) Fulfills other duties as directed by the General Assembly or Executive Committee.

#### ARTICLE 12 – Transparency and Accountability

3HE will adopt accountability and transparency standards that are consistent with best practices in respect to its functions, capacities, size, and financial ability.

1. The General Assembly and Executive Committee will issue readouts of meetings providing publicly available information on topics discussed and decisions made.

## **THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION**

2. Regular minutes of meetings will also be produced that capture the detail of debates both for fiduciary and historical accuracy.
3. 3HE will publish its accounts and performance reports and readouts on its website.

### **ARTICLE 13 – Auditors**

Annual financial statements may be audited by an independent auditor as determined by the General Assembly or upon reaching thresholds where this is required by law.

The audit and appointment of auditors will be undertaken by the General Assembly and submitted for approval at the annual meeting of the General Assembly.

### **ARTICLE 14 – Transitional Arrangements**

In the establishment phase of Third Horizon Earth, the General Assembly may decide on transitional arrangements as it seeks to engage new Members, establish procedures, and develop funding modalities, and other challenges in its early life.

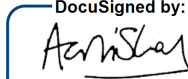
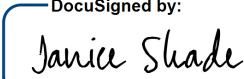
1. Members
  - a) 3HE will be constituted once it has at least three Members.
  - b) These members and subsequent Members joining in the first year of 3HE's operation will hereinafter be referred to as Founding Members.
2. Governance
  - a) 3HE's Founding General Assembly will be chosen by its Founder in consultation with its Informal Advisory Board.
  - b) This initial General Assembly will constitute a small steering group for the development and early management of 3HE. It will consist of a Chair, a Treasurer, and the Executive Director, plus additional members as they are recruited.
  - c) Members of the General Assembly will be authorized to fulfil multiple roles to satisfy officer requirements.
  - d) The Founding General Assembly will determine the threshold conditions necessary to reach full scale but must review this decision at least annually.
3. Evolution
  - a) 3HE is established with a traditional delegated executive model of governance. Ongoing evaluation of governance is built into the mandate of the General Assembly, and this may include shifting the practices and forms of governance to meet the needs of the field and its community.

**THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION****ARTICLE 15 – Concluding Provisions**

1. The fiscal year of the 3HE will be the calendar year.
2. In case of dissolution the 3HE General Assembly will decide on the utilization of the remaining assets after having honored all obligations. In such a case, the remaining assets will be allocated to an institution of public interest, pursuing comparable goals.
3. These Articles of Association become effective on the date of their approval by the General Assembly.

**ADOPTED VIA VIRTUAL TELECONFERENCE BY FOUNDING MEMBERS VIA VOICE VOTE 12  
JANUARY 2023**

**confirmed via e-signatures**

| <b>Name</b>   | <b>Role</b>                                       | <b>Signature</b>                                                                                                            | <b>Date</b> | <b>Place</b>           |
|---------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------|------------------------|
| Aarti SHAH    | President / Chair                                 | DocuSigned by:<br><br>79509DE7058841E... | 1/19/2023   | Nairobi,<br>Kenya      |
| Janice SHADE  | Treasurer                                         | DocuSigned by:<br><br>86E0F49DBD83447... | 1/24/2023   | Jericho, VT,<br>USA    |
| Andrew CROSBY | Founder /<br>Secretary /<br>Executive<br>Director | DocuSigned by:<br><br>C2378A51D1224B8... | 1/19/2023   | Geneva,<br>Switzerland |

**Association Office Address:**

**Chemin Moïse-Duboule 31  
c/o Crosby 10eme étage  
1209 Genève  
Suisse**

**Phone: +41-79-551-3254**

**THIRD HORIZON EARTH ASSOCIATION – ARTICLES OF ASSOCIATION****ANNEX 1 – Change Log**

| <b>Date</b>  | <b>Change</b>                                                    | <b>Meeting</b> | <b>Notes</b> |
|--------------|------------------------------------------------------------------|----------------|--------------|
| 12 Jan, 2023 | Adoption of these Articles of Association<br>by Founding Members | 20230112       |              |
|              |                                                                  |                |              |