

ACTIONAID SWITZERLAND

STATUTE

Based in Lugano

Article 1 - Name and offices of the Association

Article 2 – Purpose of the Association

Article 3 - Non-profit and gratuitous nature of elected representatives

Article 4 - Resources

Article 5 - Members

Article 6 - Corporate bodies

Article 7 – General Assembly

Article 8 - Board of Directors and Chairperson

Article 9 - Representation of the Association towards third parties

Article 10 – Financial statements and accounting

Article 11 – Assets of the Association - Incomings – The company’s financial years

Article 12 – Statutory Auditor

Article 13 - Disclaimer

Article 14 - Conflicts of interest

Article 15 - Dissolution of the Association

Article 16 - Entry into force

Article 1 - Name and offices of the Association

1.1 In accordance with article 60 et seq. of the Italian Civil Code, an association is founded called Associazione ActionAid Switzerland, based in Lugano.

Article 2 – Purpose of the Association

2.1 The Association operates as a non-profit organisation, in the field of international solidarity and cooperation for development. Its purpose is the fight against poverty and social exclusion, anywhere in the world, and the performance of any other related activities that the members will decide from time to time.

2.2 Said objectives are pursued through actions, projects, programmes and campaigns implemented in the following ways:

- a. Undertaking any operation that from time to time shall be deemed necessary in order to promote Associazione ActionAid Switzerland, as well as the ActionAid International Italia Onlus association, as beneficiary of the tax exemption in the country of its headquarters, either by procuring funding from natural persons, bodies, institutions, foundations, public and/or private bodies, or by resorting to self-financing and raising private funds, in compliance with the laws in force.
- b. Performing publishing and editorial activities and using any other means of communication, within the limits stated in the purpose of the Association;
- c. Promoting relationships, alliances and all types of agreements with associations, institutions, legal or natural persons, in Switzerland and abroad, in order to achieve or contribute to the achievement of the purpose of the Association;
- d. Purchasing, leasing or part-exchange, renting or acquiring any other real or personal rights over real estate or personal property, considered helpful in the pursuit of the Association's statutory purposes;
- e. Promoting and implementing training and educational activities for development and intercultural purposes, including the promotion and organisation of conferences, exhibitions, meetings, fairs and anything else that may contribute to informing and raising awareness among the public.

2.3 The Association may carry out instrumental, ancillary and related activities in order to achieve the statutory purposes.

2.4 The Association may request authorisation to use the "ACTIONAID" brand in the performance of its activities.

Article 3 - Non-profit and gratuitous nature of elected representatives

3.1 The Association operates as a non-profit organisation; all elected representatives are gratuitous, with the exception of any compensation due to the statutory auditor.

3.2 All services, by members or card-carrying members, performed in favour of the Association, are rendered free-of-charge, with the sole exception of any salaried employment activities in the pursuit of institutional purposes. The performance of a salaried employment activity in favour of the Association is incompatible with any position on the Board of Directors of the Association.

3.3 The profits, operating surpluses and the properties belonging to the Association shall be used for the performance of its institutional activities and those directly related to it.

Article 4 - Resources

4.1 For the pursuit of its purposes, the Association can accept donations of any kind, payments or contributions from public or private entities, as well as donations of real estate or personal property, both from members and from other natural or legal persons.

4.2. In order to obtain the necessary resources for the pursuit of its purposes, the Association may also conclude cooperation agreements, partnerships, sponsorships or similar agreements with third parties, natural or legal persons, both in Switzerland and abroad.

4.3 The Association also has members' contributions, which are set annually at the meeting of the General Assembly.

Article 5 - Members

5.1 The Members of the Association are those who participated in the founding of the Association itself and who assume and maintain the status of founding members, as well as those who will be admitted according to the procedures provided for in this article.

5.2 The Board of Directors is responsible for the admission of new members. The natural or legal persons who wish to contribute to the achievement of the statutory purposes and take part in the life of the Association can become members. The admission of members is subject to the submission of a written request to the Board of Directors accompanied by a motivation letter and curriculum vitae.

5.3 Acceptance of applications for admission of new members is decided by a majority of the components of the Board of Directors. Member status comes into being when the decision on acceptance is formally adopted by the Board of Directors.

The rejection of an admission application shall be duly motivated by the Board of Directors and communicated to the interested party. The latter may submit an appeal and the definitive decision shall be taken at the ordinary meeting of the General Assembly.

5.4 Members participate in the General Assembly with voting rights and have the rights provided by law. Member status is not subject to any time limit.

5.5 Member status ceases following:

- a. resignation, to be communicated in writing to the Board of Directors;
- b. exclusion for serious reasons including, by way of example, violation of the Articles of Association, supervening legal incapacity, violations provided for by law, conviction for non-culpable crimes that has become definitive, commission of acts detrimental to the Association or contrary to its purpose or founding principles;
- c. death of the member.

5.6 The conditions for exclusion are ascertained by the Board of Directors.

The exclusion is decided by the Meeting, by a 2/3 majority of the Members present, upon the motivated request of the Board of Directors.

5.7. In the event of internal disputes between the Members or the bodies of the Association, the Association recognises the role in providing direction and guidance of the founding member: ActionAid International Italia Onlus.

Article 6 - Corporate bodies

6.1 The corporate bodies are:

- a. the General Assembly;
- b. the Board of Directors and Chairperson;
- c. the Statutory Auditor.

Article 7 – General Assembly

7.1 The General Assembly is the supreme body of the Association. It determines the policies and programmatic guidelines of the Association, identifying the general direction and objectives deemed necessary for the achievement of the statutory purposes.

7.2 The General Assembly:

- a. elects and dismisses the members of the Board of Directors and appoints the Statutory Auditor;
- b. decides the liability actions against the members of the Board of Directors;
- c. decides on the exclusion of Members;
- d. approves the general guidelines of the Association's programme of activities;
- e. decides on the proposals for amendments to the Articles of Association;
- f. decides on the financial statements and forecast budget and approves the audit report;
- g. decides on the contribution of members

7.3 The General Assembly is called by the Chairperson of the Board of Directors at least once a year for the approval of the financial statements, as well as whenever deemed necessary or a request is submitted by at least one fifth of the members. The invitations (time and place) and the agenda shall be sent to members by post or e-mail 7 days in advance.

7.4 The Meeting is deemed validly constituted when there is the presence of at least half plus one of the members and decides by a majority of votes of those present.

In second call, the Meeting is deemed validly constituted whatever the number of those present and resolves by a majority of votes of those present.

In case of a tie, the decisive vote shall be the one cast by the ActionAid International Italia Onlus member.

7.5 In the Meeting, each member has the right to one vote. Representation by written proxy is permitted.

7.6 The decisions taken in the Meeting are recorded in minutes. The minutes are signed by the Chairperson and the Secretary of the Meeting itself and shall be kept at the Association's office.

The Meeting can also take place in audio-videoconference, provided that all the participants can be identified and that they are permitted to follow the discussion and intervene in real-time in discussions on the topics addressed. When these conditions are met, the Meeting is considered held in the location where the Chairperson is present.

7.7 In order to decide an amendment to the Articles of Association, at least three quarters of the members need to be present and the vote in favour needs to be cast by a majority of those present. Notwithstanding article 74 of the Italian Civil Code, the same majority and the same quorum are required for amendments to the purpose of the Association.

7.8 The resolutions of the General Assembly may also be adopted on the basis of express written consent to a proposal, unless a member requests oral discussion. However, this faculty does not apply to decisions regarding the appointment and dismissal of members of the Board of Directors, the launching of liability actions against members of said Board of Directors, the exclusion of the members and the Chairperson, amendments to the Articles of Association and to the approval of the final financial statements.

7.9 Resolutions of the Meeting that are contrary to the law, to the memorandum of association or to the Articles of Association may be annulled following a request by the bodies of the Association, of any member or of the competent Judicial Body.

Article 8 - Board of Directors and Chairperson

8.1. The members of the Board of Directors are appointed by the General Assembly. When choosing, the Meeting shall consider the following requisites in particular:

- Experience in managerial roles in no-profit or profit organisations;
- Ability to read financial statements prepared according to the accrual principle;
- Willingness to take part in public meetings and dedicate the necessary time to the Association's administration activities, working closely with the Chairperson:
- Willingness to have regular contact, by mail or telephone, with the staff and with the other members of the governance bodies.

8.2 The Association is governed by a Board of Directors consisting of a minimum of 1 and a maximum of 5 members. The Board of Directors organises itself autonomously, appointing a Chairperson and any other necessary or appropriate posts.

8.3. The Board of Directors may delegate part of its powers to one or more members of the Committee itself (sub-committees) or even to third parties, such as directors or prosecutors. The Board of Directors may issue Regulations of the Board of Directors for this purpose.

8.4. The members of the Board of Directors remain in office for three years and may always be re-elected.

8.5. The Chairperson convenes and presides over the work of the General Assembly and the Board of Directors.

8.6. The Board of Directors meets at least once every six months or when the Chairperson deems it appropriate or when requested by a majority of the members.

Meetings can also take place in audio-videoconference, provided that all the participants can be identified and that they are permitted to follow the discussion and intervene in real-time in discussions on the topics addressed. When these conditions are met, the Meeting is considered held in the location where the Chairperson is present

8.7. The Board of Directors validly decides with the vote in favour of the majority of its members. The decisions of the Board of Directors are minuted. The minutes are signed by the Chairperson and the Secretary and must be kept at the registered office.

8.8. For everything else, the Regulations of the Board of Directors define the competences of the Board of Directors and its Chairperson and establish the procedures for electing the Chairperson and members of the Board of Directors by defining the necessary requisites.

Article 9 - Representation of the Association towards third parties

The Board of Directors has the legal representation of the Association, both procedurally and in negotiations, and has a duty to look after its interests. If necessary, the Board of Directors may refer representation to the Chairperson or to other members; the Regulations of the Board of Directors regulate the procedure in question.

Article 10 - Financial statements and accounting

10.1 The Association shall keep all the account books required by law and, in any event, shall keep the accounting records of the sums received or paid by the Association, with details of the individual transactions, as well as any property, credit or debt of the Association.

10.2 The Board of Directors prepares the forecast budget and the final financial statement and submits them for the approval of the General Assembly, together with its own report on the activities of the Association.

10.3 The Association is prohibited, even indirectly, from distributing profits or operating surpluses, under whichever name, as well as funds, reserves or capital during the life of the Association itself, unless the destination or distribution is required by law.

10.4 The Association may make remittances in favour of ActionAid International Italia Onlus, as well as ActionAid International, also through the International Secretariat (provided that the latter are also eligible for tax exemption in the country in which they are based and provided that they carry out an activity for the public benefit), as an activity intrinsically aimed at the pursuit of its statutory purposes.

Article 11 - Assets of the Association - Incomings – The company’s financial years

The assets of the Association consist of:

- a. contributions from its members;
- b. donations and bequests;
- c. revenues deriving from collaboration, partnership, sponsorship or similar agreements entered into with third parties;
- d. any profits made in any manner using the assets of the Association;
- e. reserve funds set up with budget surpluses.

Article 12 – Statutory Auditor

The General Assembly annually elects a Statutory Auditor, which checks the accounts and performs random checks at least once a year. The Statutory Auditor expresses an opinion on the financial statements for the financial year.

Article 13 - Disclaimer

Only the Association’s assets are liable for the Association’s debts. The personal liability of Members is excluded.

Article 14 - Conflicts of interest

14.1. Members and card-carrying members of the Board of Directors shall abstain from any activity that may conflict with the interests of the Association. They cannot, in particular, carry out business that would give them particular advantages or undermine the aims of the Association.

14.2 The conduct of members and card-carrying members of the Board of Directors, in the exercise of their functions, must always be based on impartiality and on the principle of good administration.

Article 15 - Dissolution of the Association

15.1 The dissolution of the Association may be decided by the General Assembly at any time. In order to decide the dissolution, at least three quarters of the members need to be present and the vote in favour must have the majority of those present.

15.2 If less than three quarters of the members take part in the meeting, a second meeting must take place within one month. In the second meeting, the Association can be dissolved by a simple majority of those present.

15.3 In the event of dissolution or termination of the Association, the assets shall be devolved to ActionAid International Italia Onlus or, were that not possible, to other associations that pursue the same purpose or similar purposes, provided that tax exemption is granted in the relevant country where said associations are based.

Article 16 - Entry into force

The Articles of Association were subjected to a general review during the General Assembly on 27 November 2018 and entered into force on said date.