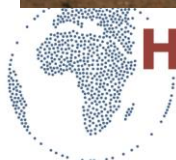


Bylaws

HELVETAS Swiss Intercooperation



Photo: Simon B. Opladen



HELVETAS
Swiss Intercooperation

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I. Name, Registered Office, Objectives

Art. 1

Name and registered office

(1) Under the terms of Art. 60 *et seq.* of the Swiss Civil Code a non-party-political and secular association has been created under the name of

HELVETAS Swiss Intercooperation

with its registered office in Zurich. HELVETAS Swiss Intercooperation is legally registered as an association.

(2) HELVETAS Swiss Intercooperation respects the linguistic, cultural and denominational diversity of Switzerland in the composition of its management bodies and in the use of its funds within the country.

(3) HELVETAS Swiss Intercooperation maintains permanent branch offices in other parts of Switzerland which report to the Management Board.

(4) HELVETAS Swiss Intercooperation may operate branch offices abroad.

Art. 2

Objectives

(1) HELVETAS Swiss Intercooperation aims to make an active contribution to improving the living conditions of economically and socially disadvantaged people in Africa, Asia, Latin America and Eastern Europe, as well as striving to ensure the sustainability of their livelihoods. HELVETAS Swiss Intercooperation works in Switzerland and abroad with the aim of eliminating fundamental global inequities, and promoting international solidarity amongst the Swiss people.

(2) HELVETAS Swiss Intercooperation fulfils these objectives through the following activities in particular:

- a) supporting and implementing development projects, programmes and campaigns at grass-roots level on a partnership basis, fostering the capacities and independence of disadvantaged individuals and groups in society, and promoting social justice;

- b) providing advice and training to organisations and individuals engaged in development and international co-operation;
- c) promoting awareness of development aid policy and solidarity among the Swiss people - in particular, amongst the youth;
- d) participating in the shaping of public opinion on development aid policy and the decision-making process regarding development aid policy in Switzerland within the scope of the objectives of HELVETAS Swiss Intercooperation;
- e) informing the public at large with respect to the work of HELVETAS Swiss Intercooperation in countries of Africa, Asia, Latin America and Eastern Europe and their relations with Switzerland;
- f) promoting inter-cultural understanding and exchanges;
- g) co-operating and undertaking dialogue with private organisations, public institutions and authorities which pursue the same or similar objects both within Switzerland and abroad.

(3) HELVETAS Swiss Intercooperation respects the cultural values of the peoples implicated in all its activities, and tailors its activities to the local social and ecological context.

II. Membership

Art. 3

(1) Membership is open to:

- a) individuals;
- b) legal entities established under private law and corporate bodies.

Art. 4

(1) Membership is granted and renewed by payment of the annual membership subscription.

Categories of membership

Requirements for membership

(2) Payment of membership is understood as a commitment to the bylaws of the Association.

Art. 5

Rights and duties

(1) Members will be periodically informed about the activities of HELVETAS Swiss Intercooperation.

(2) Members are expected to pay their membership subscription annually. There are no other duties or liabilities towards the Association.

Art. 6

Termination of membership

(1) Every member may at any time decide to cease their membership at the end of the financial year. Membership terminates automatically if a member fails to pay their subscription despite a reminder.

(2) The Board of Directors has the right to expel any member, without stating the reasons. The expelled member can appeal to the Arbitration Committee; this should be made by registered letter within 20 days of notification of expulsion. The Arbitration Committee makes the final decision after holding a hearing.

III. Management Bodies

Art. 7

Summary

The Management Board bodies of HELVETAS Swiss Intercooperation are:

- A. The General Assembly
- B. The Board of Directors
- C. The Management Board
- D. The Regional Groups
- E. The Auditors
- F. The Arbitration Committee

A. The General Assembly

Art. 8

Importance and composition

(1) The General Assembly is the supreme management body of the Association.

(2) Each member is eligible to participate in the General Assembly.

Art. 9

Convening

(1) The ordinary General Assembly takes place annually, following the production of the annual report and the closing of the accounts of the preceding financial year. It is convened by the Board of Directors, with at least four weeks advance notice. Notification comprises a statement of the items on the agenda that is published in the journal or website of the Association, sent directly to members, or similarly announced.

(2) An extra-ordinary General Assembly can be convened:

- by the Board of Directors,
- at the demand of one fifth of all members

In other respects, such a meeting is organised precisely as an ordinary General Assembly.

Art. 10

Terms of reference

The General Assembly has the following powers:

- a) formulation and amendment of the bylaws
- b) approval of guiding principles
- c) approval of the annual report and the annual financial statement
- d) appointment of the members, the chairman and the vice-chairman of the Board of Directors for a term of office of two years
- e) appointment of the chairman of the Arbitration Committee for a term of office of two years
- f) appointment of Auditors for a term of office of one year

- g) determination of the total membership subscription
- h) adoption of a resolution for merger with another legal entity established under private law or a corporate body
- i) adoption of a resolution for winding-up the Association.

Art. 11

Chair, resolutions

- (1) The Chairman or the Vice-chairman chairs the General Assembly.
- (2) Every member is eligible to table motions at the General Assembly. These must be submitted to the business office in writing two weeks at the latest prior to the General Assembly, for inclusion in the agenda.
- (3) All members who are in possession of a voting card as a result of having provided notification of their participation at the General Assembly have the right to vote.
- (4) Voting and appointments take place by a show of hands unless at least one tenth of those present entitled to vote demands a secret ballot.
- (5) Subject to sub-section 7 (see below), resolutions of the General Assembly are adopted on the basis of a simple majority. The chairman has the casting vote if the need arises.
- (6) The absolute majority is decisive in the first ballot for appointments, and the relative majority in the second. In the event of exactly equal polling, lots will be drawn.
- (7) A majority of two thirds of validly cast votes is required for amendments to the bylaws, dissolution of the Association or merger with other organisations.
- (8) Each member has one vote regarding appointments and resolutions of the General Assembly, subject to Art. 11 (9).
- (9) The collective member Intercooperation has 25 % of the votes represented at the General Assembly regarding appointments and

resolutions.

B. The Board of Directors

Art. 12

Convening

The Board of Directors holds the meetings or business conferences necessary for its work, with at least two *per annum* being ordinary meetings. The Committee is convened on the instructions of the chairman, or at the demand of five members of the Board of Directors. This must be done in writing, stating the items on the agenda, and in good time.

Art. 13

Terms of reference

(1) The Board of Directors is the supreme controlling body of all activities of HELVETAS Swiss Intercooperation and bears the responsibility for this towards the General Assembly. It normally comprises 15 members.

(2) The collective member Intercooperation is entitled to five seats on the Board of Directors. Intercooperation is responsible for proposing individuals to the Board of Directors for these seats.

(3) The Board of Directors is particularly responsible for:

- a) developing the guiding principles and ensuring their adoption by the General Assembly
- b) declaring the strategy and policy of HELVETAS Swiss Intercooperation
- c) issuing and approving standing orders
- d) proposing motions to the General Assembly for the new or confirmatory appointment of Board of Directors members
- e) appointing delegates from amongst the members of the Board of Directors
- f) forming committees and appointing an advisory board
- g) replacing Board of Directors members on their retirement during their appointed term
- h) accepting the annual report and the annual financial statement
- i) appointing the director and deputy director as well as confirming

- the Management Board members
- k) supervising the Management Board and the branches under it
 - l) approving annual programmes and budgets and any supplementary expenditure, as well as financial policy and financial planning.
 - m) Provision regarding the duties, responsibility and powers of the Board of Directors is made through standing orders of the Board of Directors.

Art. 14

Chair, resolutions

(1) The chairman or vice-chairman takes the chair. The Board of Directors has a quorum if at least eight of its members are present. It adopts resolutions on the basis of a simple majority of votes cast. The chairman has the casting vote. The absolute majority is decisive in the first ballot for appointments and the relative majority in the second. In the event of exactly equal polling, lots will be drawn.

(2) The director and the members of Management participate in the meetings of the Board of Directors in an advisory capacity. Relevant responsible employees at the business office and its branches may also be invited to participate according to necessity and the business in hand.

(3) The Board of Directors may adopt individual resolutions by way of a circulating letter. The acceptance of two thirds of all Board of Directors members is required for adoption of a circulating resolution. Resolutions adopted in this way are included and confirmed in the minutes of the subsequent ordinary meeting.

Art. 15

Delegates

- (1) The Board of Directors may appoint delegates, in particular for:
- finances
 - communications and fund-raising in Switzerland
 - international programmes

- advisory services

(2) The delegates advise the Board of Directors and the Management Board in their specialist fields. They focus their inputs on basic and long-term developments in their fields of specialisation, producing recommendations for guidelines to be considered by the Board of Directors. The delegates have no direct power to give instructions to the Management Board and do not bear individual responsibility.

Art. 16

Committees

(1) The Board of Directors may establish committees (standing or *ad hoc*) to discuss and discharge specific tasks and topics, and can grant them the necessary powers.

(2) The Management Board is represented in all delegations and committees in an advisory capacity.

Art. 17

Advisory board

(1) The Board of Directors is responsible for appointing an advisory board for a term of two years, for assistance in matters concerning development policy.

(2) The advisory board comprises five to ten politically-engaged persons.

(3) At least one member of the advisory board must be simultaneously a regular member of the Board of Directors.

(4) The advisory board meets in the presence of the chairman and members of the Management Board at least once annually in order to advise on matters concerning development policy. The advisory board assists HELVETAS Swiss Intercooperation in contacts with cantonal parliaments, the federal council and the federal government.

C. The Management Board

Art. 18

Terms of reference

(1) The Management Board is responsible for the conduct of all operational activities of HELVETAS Swiss Intercooperation in Switzerland and abroad, in accordance with the resolutions and directives of the General Assembly and the Board of Directors.

(2) The Management Board is particularly responsible for:

- a) preparing for the General Assembly
- b) proposing motions to the Board of Directors and preparing for the business concerned
- c) maintaining minutes with respect to resolutions of the General Assembly and the Board of Directors
- d) implementing the resolutions of the General Assembly and the Board of Directors
- e) conducting the operational business of HELVETAS Swiss Intercooperation with regard to personnel, organisational, technical and financial matters
- f) informing all management bodies and members with regard to substantial developments in the activities of HELVETAS Swiss Intercooperation.
- g) The duties, responsibility and powers of the Management Board are set out in separate standing orders.

(3) The associated branches in other parts of Switzerland undertake the tasks allocated to them by the Management Board. The Management Board may delegate individual powers to these branches, provided that they lie within its competence.

(4) Branch offices may be maintained abroad (a list being attached to the bylaws). The branch offices report to the Management Board and, under its supervision, undertake the work of HELVETAS Swiss Intercooperation abroad in accordance with the resolutions and guidelines of the Management Board and the Board of Directors.

(5) The duties, responsibility and powers of branch offices abroad are set out in separate standing orders.

D. The Regional Groups

Art. 19

Formation of groups

(1) Members within Switzerland and the Principality of Liechtenstein may unite to form regional groups in the interests of the widespread local and regional establishment of HELVETAS Swiss Intercooperation.

(2) Regional groups can renew themselves and are supported in doing so by the Management Board and the regional branches.

(3) The regional groups of HELVETAS Swiss Intercooperation have no separate legal identity. They are subject to the bylaws of HELVETAS Swiss Intercooperation. The Board of Directors is responsible for issuing binding rules for their work.

Art. 20

Tasks of regional groups

(1) The regional groups support the work of HELVETAS Swiss Intercooperation through public relations work, campaigns and events. They participate on a local or regional scale in raising funds for achieving the objectives of HELVETAS Swiss Intercooperation. They are also active in recruiting new members for HELVETAS Swiss Intercooperation.

E. The Auditors

Art. 21

Terms of reference

(1) The Auditors examine the bookkeeping entries and the annual financial statement of the Association, check the budget approved by the Board of Directors, and report to and draft a motion for the Board of

Directors, for sharing at the General Assembly. They may additionally perform an audit on behalf of the Federation or another public donor if they receive instructions to this effect.

(2) The Auditors are trustees or chartered accountants who are members of the Swiss Institute of Certified Accountants and Tax Consultants.

F. The Arbitration Committee

Art. 22

Duties and terms of reference

(1) An Arbitration Committee is established to hear appeals and complaints of all kinds, as well as to settle any disputes between different management bodies of the Association. The Arbitration Committee consists of a chairman appointed by the General Assembly, and at least two assessors. The assessors are appointed by the chairman for each case to be judged, and must be acceptable both to the complainant and the person or management body against which complaint is made.

(2) The chairman may request that an appointment is made by the General Assembly if s/he is unable to do this. Only persons who do not belong to any other permanent management body of HELVETAS Swiss Intercooperation are eligible for appointment as chairman and assessors.

(3) The Arbitration Committee bases its decisions on the bylaws, taking into account the objectives of HELVETAS Swiss Intercooperation. The decisions of the Arbitration Committee are subject to State law.

(4) The Arbitration Committee may only hear complaints formulated in writing. It shall notify the persons or institutions about the written complaint made against them, and obtain their written response.

IV. Provisions for closure

Art. 23

Dissolution, merger

The Board of Directors must convene an extra-ordinary General Assembly to appoint a commission for carrying out a dissolution or merger, if a resolution for such an action is passed.

Art. 24

Distribution of assets

The assets remaining after dissolution will be allotted by resolution of the extra-ordinary General Assembly to one or more private charitable legal entities or corporate bodies which pursue the same or similar objectives to those of HELVETAS Swiss Intercooperation. They may also be given to associated organisations in Africa, Asia, Latin America or Eastern Europe.

Art. 25

Transitional provisions

The exceptions, special rights and duties of the collective member Intercooperation as set out in Art. 11(9) and Art. 13 (2) apply until 30th June 2016 as transitional provisions after the completion of the merger, or until the dissolution of the foundation Intercooperation, if this takes place sooner.

Art. 26

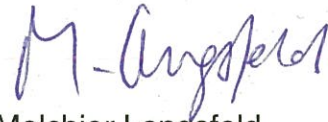
Commencement

These bylaws have been adopted by the extra-ordinary General Assembly of HELVETAS held on the 9th of April in Zurich. They replace the bylaws of HELVETAS, which were adopted on 25 June 2010 in Weinfelden. These bylaws come into force on the day they are adopted by resolution of the General Assembly.

Zurich, March 12th, 2018
HELVETAS Swiss Intercooperation



Elmar Ledergerber
President



Melchior Lengsfeld
Executive Director

Official Certification

Seen for authentication of the foregoing signatures of

Mr. **Johannes Melchior LENGSFELD**, Swiss citizen of Reinach BL, in Zürich,
personally known to us,

Mr. **Elmar Beda LEDERGERBER**, Swiss citizen of Zürich, in Zürich,
personally known to us,

who are entered in the Register of Commerce of the Kanton of Zurich as director with the right to sign jointly by two (Johannes Melchior Lengsfeld) resp. as manager with the right to sign per procuration jointly by two (Elmar Beda Ledergerber) for the

HELVETAS Swiss Intercooperation, corporation with registered head office in Zürich.


The signature was acknowledged before us by an authorized third party.

The inspection of the commercial register has taken place directly before the official certification by internet inquiry.

Zürich, 6th April 2018
BK no. 1304/5
Fee CHF 60.00



NOTARIAT UNTERSTRASS-ZÜRICH



Armin Kuhn, Notary Public