

# Association «Watoto Foundation CH» - Statutes

## 1. Name and location

Under the name "Watoto Foundation CH" there is an association within the meaning of art. 60 ff. ZGB with its headquarters in 8713 Uerikon ZH. It is politically and denominationally independent. The association exists indefinitely.

## 2. Aim and purpose

The aim of the association is to promote projects in Africa, primarily in Kenya, with the core topics of education and health, which are mainly aimed at children, teenagers and young adults. In the broadest sense, this can be temporary project support, financial support of small projects or sponsorships. The beneficiaries are carefully selected and accompanied during the support. It is important to the association to show the support process in a transparent manner.

The association also wants to facilitate intercultural experiences and encounters for people from our Swiss cultural area with African culture.

The association sees itself as a charitable and humanitarian organisation. It pursues no commercial purpose and does not seek to make a profit. The organs work in an honorary capacity and are basically only entitled to compensation for their actual expenses and cash expenditures. The association is entitled to acquire real estate or land.

## 3. Means

The association has the following means at its disposal for the pursuit of its purpose:

- Membership fees
- Income from own events
- Subsidies
- Income from service agreements
- Donations and contributions of all kinds

The membership fees are determined annually by the general meeting. Honorary members and acting members of the board are exempt from the fee.

The business year corresponds to the calendar year.

## 4. Admission and membership

Natural and legal persons who support the purpose of the association and have voting rights, may become members.

Applications for membership are to be submitted to the board of directors; the board of directors decides on admission.

Active members are natural persons who wish to actively participate in the association in the sense of the association's purpose, pay the full membership fee and have voting rights.

Passive members can be natural persons or legal entities who regularly support the Association both ideally and financially with a reduced membership fee. These persons have no voting rights.

Benefactors can be natural or legal persons who regularly support the Association financially to a large extent. They have no voting rights.

Underage natural persons can become active or passive members of the Association but must have an application for membership signed by their legal guardian.

Persons who have shown extraordinary commitment to the Association may be granted an honorary membership by the General Assembly of Members on the proposal of the Executive Committee.

## **5. Expiration of the membership**

Membership expires at

- natural persons by resignation, exclusion or death.
- legal persons by withdrawal, exclusion or dissolution of the legal entity.

## **6. Resignation and exclusion**

Resignation can be effected by written notice to a member of the executive committee.

The membership expires if the member does not perform any active activity or does not make any active contribution for at least one year.

Members can be rejected or excluded by the board without giving reasons if the interests of the association are violated.

If a member fails to pay the membership fee despite a reminder, he or she can be automatically excluded by the board.

## **7. Organs of the association**

The organs of the association are:

- a) the general meeting
- b) the Management Board
- c) the statutory auditors

## **8. The general meeting**

The highest organ of the association is the general meeting. An ordinary general meeting takes place annually in the first quarter.

Members are invited to the general meeting at least 10 days in advance in writing, stating the agenda. Invitations by e-mail are valid.

Applications for the attention of the general meeting must be submitted in writing to the executive committee at least 20 days before the general meeting.

The executive committee or 1/5 of the members may at any time demand the calling of an extraordinary general meeting, stating the purpose. The meeting must take place at the latest 8 weeks after receipt of the request.

The general meeting is the highest organ of the association. It has the following irrevocable tasks and competences:

- a) Approval of the minutes of the last general meeting

- b) Approval of the annual report of the Board
- c) Receipt of the audit report and approval of the annual accounts
- d) Discharge of the Executive Board
- e) Election of the Presidium and the other members of the Executive Committee and the Control Authority.
- f) Determination of the membership fees
- g) Acknowledgement of the annual budget
- h) Knowledge of the programme of activities
- i) Resolution on proposals of the Executive Board and members
- j) Amendment of the Articles of Association
- k) Deciding on the exclusion of members.
- l) Decision on the dissolution of the association and the use of the liquidation proceeds.

Every duly convened general meeting has a quorum regardless of the number of members present.

The members pass the resolutions with a simple majority. In the event of a tie, the chairman has the casting vote.

Amendments to the statutes require the approval of a 2/3 majority of those entitled to vote.

At least a protocol of the resolutions passed must be drawn up.

## **9. The executive committee**

The Management Board consists of at least 5 persons.

The term of office is 2 years. Re-election is possible without restriction.

The executive committee leads the current business and represents the association externally.

It issues regulations and directives.

It may set up working groups (specialist groups).

It may employ or commission persons for the achievement of the Association's objectives in return for appropriate compensation.

The Board of Directors has all powers that are not transferred to another body by law or under these statutes.

The following departments are represented on the board:

- a) Presidium
- b) Finances
- c) Actuarial office

Cumulation of offices is possible. The board of directors constitutes itself.

The board meets as often as business requires. Each member of the board of directors can demand the calling of a meeting by stating the reasons.

If no member of the executive committee demands oral deliberation, the resolution is valid by circular letter (also by e-mail).

The Board of Directors is generally active on a voluntary basis and is entitled to reimbursement of the actual expenses.

## **10.The auditors**

The general meeting elects an auditor or a legal entity which checks the accounts and carries out a spot check at least once a year.

The auditor submits a report and application to the board of directors for the attention of the general meeting.

The term of office is 2 years. Re-election is possible without restriction.

## **11.Signatory power**

The executive committee regulates the signatory authority to two.

## **12.Transparency**

The association strives for the greatest possible transparency towards its members and the public in all its business, activities, connections and finances.

## **13.Liability**

Only the assets of the association are liable for the debts of the association. A personal liability of the members is excluded.

## **14.Dissolution of the association**

The dissolution of the association can be decided by a resolution of an ordinary or extraordinary general meeting and can be dissolved by a 3/4 majority of the members present.

In the event of dissolution of the Association, the assets of the Association shall be transferred to a tax-exempt organisation with its registered office in Switzerland, which pursues the same or a similar purpose. The distribution of the association's assets among the members is excluded.

## **15.Coming into force**

These statutes were revised at the general meeting on 19 March 2020 and came into force on that date.

Date, place: \_\_\_\_\_

Representation Co-Presidency:

Representation Board:

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