

STATUTE

Art. 1: Name and location

- 1.1 Under the name "SwissABILITY" (hereafter referred to as the "Association") is established a non-profit association within the meaning of Art 60 et seq. of the Swiss Civil Code.
- 1.2 The Association is non-profit, nor does it promote its own interests.
- 1.3 The Association is nonpartisan, non-confessional and has unlimited duration.
- 1.4 The designated headquarter of the Association is located at Via alle Vigne 4, 6963 Pregassona, Switzerland.

Art. 2: Purpose and aim (Art. 60, para. 1 CC and 91 ORC)

- 2.1 The purpose of the Association is to promote, support, and implement charitable and public utility initiatives in the areas of health, rehabilitation of people, and development of community, social and educational infrastructure with the goal of enabling beneficiary populations to self-sustain, live in dignity and independence, and create resilient infrastructure over time.
- 2.2 The Association also supports and implements charitable initiatives of humanitarian, emergency, and cooperation & development nature.
- 2.3 The Association cooperates, where appropriate, with public institutions and other social and humanitarian organizations with similar aims and coordinates its charitable interventions with them.
- 2.4 Within the framework of its established purposes, the Association is active throughout Switzerland and abroad.

Art. 3: Membership

3.1 Membership Admission (Art 65 para. 1 and Art 70 para. 1 CC)

- 3.1.1 All natural persons of legal age and legal entities who share the spirit and purpose of the Association may become members upon acceptance by the Direction Board.
There are three categories of membership:
 - a. Ordinary member: individuals or legal entities with the right to vote at the General Assembly of Members and who have paid the annual membership fee established by the Association itself.
 - b. Honorary member: individuals with the right to vote without the obligation to pay the annual membership fee.
 - c. Sympathizing member: individuals with the option of paying the annual membership fee but without voting rights.

3.2 Resignation, Exclusion and Termination of Membership (Art. 70 para. 2 and Art. 72 CC)

- 3.2.1 The membership ceases with:
 - a. Resignation: Any member may resign at any time and without the obligation to give reasons for his decision. Resignation must be submitted in written form and addressed to the Direction Board with three months' notice.

- b. Death: With the death of the member all corporate rights and responsibilities cease. The heirs cannot inherit the deceased partner's shareholding.
- c. Exclusion (Art. 65 para. 1 and Art. 72 CC): For serious reasons or because of actions against the purposes and the good of the Association, a member may be expelled upon proposal of the Direction Board by the General Assembly of Members by an absolute majority vote. Reasons for expulsion must be given in written form by the Direction Board with three months' notice before the next meeting (ordinary or extraordinary) of the General Assembly of Members. Before expulsion, the member must have the right to be heard by pace of the Direction Board.

3.2.2 In the case of legal entities, the same rules regarding resignation, exclusion or dissolution apply.

Art. 4: Organization of the Association

The organs of the Association are:

- 4.1 The General Assembly of Members (Art. 64 CC)
- 4.2 The Direction Board (Art. 69 CC)
- 4.3 The Executive Board
- 4.4 The Audit Board
- 4.5 The Advisory Board

Art. 5: Rights and Duties of the Organs of the Association

5.1 The General Assembly of Members:

The General Assembly of Members is the supreme organ of the Association. It meets in ordinary form once a year. The Assembly is convened by the President (or whoever in his stead) of the Direction Board, with at least 15 days' written notice, accompanied by the order of the day. (Art. 64 para. 2 and 3 and Art. 66 CC). Additional proposals for the order of the day should be submitted to the Direction Board at least 7 days before the date of the Assembly.

5.1.1 Composition and Functioning of the General Assembly of Members.

The General Assembly is considered valid with the physical, virtual, or correspondence attendance of at least half of the members.

5.1.1.1 Members may attend the Assembly by physical or virtual presence (Skype, Zoom, WhatsApp etc.) with prior notice, but may not delegate to third parties. Voting can be done physically or virtually or by mail in advance.

5.1.1.2 Where not otherwise made explicit, any decision must be approved by an absolute majority. A qualified majority of at least 2/3 of the members present is required for a change in the statute, or the dissolution of the association.

5.1.1.3 At the request of at least 1/5 of the ordinary and honorary members (excluding members who have not paid annual fees) or at least one member of the Direction Board, an Extraordinary Assembly may be called. The convocation must be

in written form to the Direction Board specifying the matters to be discussed, and the Extraordinary Assembly must be held within 30 days of its request.

5.1.2 Duties of the General Assembly of Members

Specific tasks of the General Assembly of Members are as follows:

- To designate the President of the day and two scrutineers within each meeting.
- To approve or amend the order of the day for each meeting as presented by the Direction Board.
- To approve the report of the General Membership Assembly of the previous meeting with signatures of a scrutineer and the President.
- To review and approve, releasing the Direction Board from any liability, the annual activity report and financial statements after noting the audit report.
- To discuss and approve the guidelines proposed by the Direction Board on the intervention actions, the collection of funds needed to carry out the activities of the Association and their use.
- To nominate the President, Vice-president, and members of the Direction Board.
- To approve new members or expel old members.
- To designate the Audit Office.
- To set/confirm annual fee.
- To deliberate on member proposals; discuss and, where necessary amend and vote on, the Association's Statutes. Requests for amendments to the Statutes must be made through the Management Committee. Decisions on amendments to the Statutes must be approved by at least a 2/3 majority of those present.
- To decide on the dissolution of the Association. This decision requires a majority of at least 2/3 of those present at the General Assembly of Members.
- To draw up the report accompanied by the signature of the President of the Day.

5.2 The Direction Board

5.2.1 The composition and functioning of the Direction Board are as follows:

5.2.1.1 The Board shall be composed of a minimum of 3 members (President, Vice-President and one member) and a maximum of 7 members, who are ordinary or honorary members and are elected by the General Assembly of Members. The term of office lasts 3 years and is renewable twice and must be reconfirmed by the General Assembly of Members after each term. Beyond this term (9 years), the term of office may be further renewed for up to another 3 years under the express request of the General Assembly of Members.

5.2.1.2 None of the members of the Direction Board is closely related (first-degree relatives (parents/ children), second-degree relatives (siblings/ grandparents/ grandchildren) and third-degree relatives (grandchildren/ great-grandchildren) or married or is in a long-term personal relationship with another member.

5.2.1.3 The members of the Direction Board serve in a voluntary and unpaid basis. Under no circumstances may a member pursue his personal ends within the Association. Reimbursement is provided for actual expenses as specified in the "Directives of the Association."

5.2.1.4 The amount of any compensation shall consider the size and charitable nature of the organization.

5.2.1.5 If a member of the Direction Board offers professional services to the Association, he may receive a moderate fee or honorarium. This shall be according to terms of reference approved by the Direction Board (the person concerned may not participate in the decision). Under no circumstances may the member (or his business companies, if any) receive business commissions.

5.2.1.6 The President is proposed by the Direction Board itself and approved by the General Assembly of Members. His term of office lasts for one year and is reappointed at each Annual Meeting.

5.2.1.7 Any member of the Direction Board may resign in written form at any time and his or her term of office shall end at the next Assembly with a minimum of 15 days' notice.

5.2.1.8 The Direction Board shall meet at least four times a year (in person or virtually) at the written call of the President, or the Vice-President, or by another member of the Board designated as a substitute with at least 15 days' notice.

5.2.1.9 Meetings of the Direction Board are conducted under the presence of the Executive Director, (see Art. 5 item 3) who is available to provide necessary reports and information. His presence cannot be denied except for decisions involving his person.

5.2.1.10 Every decision must be approved in the presence or knowledge of the Executive Director by an absolute majority. Members who cannot be present physically or virtually may cast their vote by mail. A digital signature is considered valid. In case of a tie vote, the President's vote counts double.

5.2.1.11 Reports shall be taken after each meeting and shall be signed by the President (or his deputy).

5.2.2 Specific Duties of the Direction Board

5.2.2.1 To represent the Association and promote its purposes.

5.2.2.2 To endeavor to raise funds and promote activities.

5.2.2.3 To offer advice in each member's specific area of expertise with the aim of growing and improving the Association and its image.

5.2.2.4 To convene the Ordinary Assembly once a year and, upon request, the Extraordinary Assembly.

5.2.2.5 To propose to the Assembly the designation of new members of the Management Committee.

5.2.2.6 To implement the decisions of the Assembly and the guidelines.

5.2.2.7 To approve the designation and specific assignments (job description) of the Executive Director.

5.2.2.8 To define the signing authority and approve the internal rules and regulations as described in the "Guidelines of the Association".

5.2.2.9 The Direction Board shall have all the powers that the law or these statutes do not confer to another body.

5.3 The Executive Board.

5.3.1 The Executive Board is composed of the Executive Director and his/her staff.

5.3.2 The Association is directed by the Executive Director who is accountable to the Direction Board in accordance with the directives.

5.3.3 The Executive Director is responsible for the discharge of the specific functions of the Association as specified in his terms of reference. He is responsible for the proper functioning of the Executive Board and its employees.

5.3.4 It shall be the duty of the Executive Board to promote fundraising activities, to develop and implement projects in accordance with the purposes of the Association, to perform secretarial and donor management work.

5.3.5 Each employee signs an employment contract according to a job as per his role and skills.

5.3.6 It is the duty of the Executive Director to seek out and propose personnel necessary for the proper performance of duties. Personnel management is the responsibility of the Executive Director who may appeal to the Direction Board for specific advice and action where necessary.

5.3.7 Employment contracts are regulated according to the Association's Guidelines.

5.3.8 The Executive Director is responsible for submitting financial reports to the Direction Board according to the due dates. He may use a specialized outside company for financial management and personnel administration with the approval of the Direction Board.

5.4 The Audit Office

5.4.1 The Audit Office may be proposed by the Executive Board but must be approved by the General Assembly of Members.

5.4.2 The Audit Office shall examine the accounts, the Balance Sheet and the Profit and Loss Account and shall prepare the Audit Report to the General Assembly of Members.

5.4.3 Under no circumstances may the Auditor's Office have a family or business connection with an employee of the Executive Board or a member of the Direction Board.

5.4.4 The Audit Office is appointed by the General Assembly of Members for a period of 2 years. It is renewable without time limit.

5.5. The Advisory Board

The Advisory Board is composed of a group of experts and may be formed at any time with the task of offering specific advice and experience for the optimal conduct of the Association's activities, at the recommendation of the Direction Board and the Executive Director.

Art. 6: Division of powers

6.1 A member of the Direction Board cannot simultaneously be an active member of the Executive Board.

6.2 The Executive Director can only have an advisory role on the Direction Board.

6.3 Employees of the Executive Board may not be members of the Direction Board.

6.4 The separation of duties between the Direction Board as the strategic governing and controlling organ and the Executive Board is clearly defined in Sections 5.2 and 5.3 of this statute. The Direction Board gives a written mandate to the Executive Director that defines its duties, powers, and responsibilities.

6.5 The personal separation of powers may be waived if the Association does not employ staff and if the operational duties of the members of the Direction Board are carried out in such a way as to ensure the separation of duties.

Art. 7: Transparency and the prevention of conflicts of interest

7.1 Acquired interests must be made transparent in order to avoid any conflict of interest, both within the Direction Board and the Executive Board.

7.2 The Direction Board shall disclose acquired interests that are relevant to the work of the Association as well as any official partnerships with firms or other associations. These shall be recorded in the Annual Report and/or on the Association's website.

7.3 If the interests of the Association clash with the interests of one or more members of the Direction Board or persons associated with them, these interests must be communicated to the rest of the Direction Board. In such cases, the person concerned must refrain from his interest.

7.4 Direction Board members must abstain from voting if an individual or legal entity related to them is involved in an activity/project/program (as defined in Swiss GAAP FER 15 + 21).

Art. 8: Financial and Material Means (Art. 71, 75a CC, Art. 92 lit. h ORC)

The financial means available to the Association are as follows:

- Membership fees decided upon by the Assembly of Members.
- Income from the organization of public events and presentations.
- Income from grants and donations of all kinds from public or private entities.
- Other income from performances, services or any sales of materials to third parties.

Art. 9: Financial Responsibility (Art. 75a CC)

9.1 The Association is liable only for its assets.

9.2 The personal financial responsibility of individual members is excluded.

9.3 The Financial Year begins on January 1st and ends on December 31st.

Art. 10: Signature

The Association is bound by the collective signature of the President or a member of the Direction Board and the Executive Director, as regulated by the "Directives of the Association" which are decided and signed by the Direction Board.

Art. 11: Dissolution of the Association (Art. 76 CC, Art. 93 ORC)

11.1 Dissolution may at any time be pronounced by the General Assembly of the members.

11.2 Upon dissolution of the Association, the Association's assets, net of any debts, must be paid to an institution pursuing the same or a similar purpose (an. 57 CC). The assets must necessarily go to a charitable organization in Switzerland and may not be distributed to members.

Art. 12 Referral

For matters not provided for in this statute, it is necessary to refer to the applicable provisions of the Swiss Civil Code.

Article 13: Approval of the Statute and entry into force of the Association.

This Statute was approved by the Constituent Assembly on September 04, 2022.

Signatures:

Paolo Rossi 4/9/2022


Tomislav Matiević - President

Paolo Rossi 4/9/2022


Julian Lair - Vice-President

Paolo Rossi 4.9.2022

Paolo Rossi - Treasurer

*Notes *: For readability, the masculine is used but it is implied that any reference to persons is also meant to be feminine.*