

**STATUTES**

**ASSOCIATION**

**OF**

**FRIENDS OF THE GALÁPAGOS ISLANDS**

**SWITZERLAND**

**I. Headquarters, purpose and activity**

Art. 1:

Under the name "Friends of the Galápagos Islands Switzerland" there exists, with its seat in Zug (Canton of Zug), an association according to Art. 60 ff ZGB with a non-profit purpose. The Association is not bound to any party or denomination and is exclusively focused on its purpose (Art. 2).

Art. 2:

The purpose of the Association is to raise financial or other funds to support projects and work aimed at the study of the flora and fauna and the conservation of the unique biodiversity of the Galápagos Islands in Ecuador. The association supports such projects directly or may commission third parties to do so.

The Association does not pursue commercial purposes and does not seek to make a profit.

I**I. acquisition and loss of membership**

Art. 3:

Any person who is willing to support the aims of the Association and to pay the membership fees decided by the Board of Directors may become a member. Honorary members are exempt from membership fees.

Honorary members are proposed by the Board and elected by the Association Assembly.

Art. 4:

Any member may resign from the Association by giving six months' notice to the end of the calendar year.

The Executive Committee is authorised to exclude members who do not fulfil their obligations towards the Association, who damage the reputation of the Association or hinder its activities, without giving reasons (Art. 72 para. 1 ZGB).

Resignation or expulsion does not release members from fulfilling all their obligations to the Association for the current calendar year.

III. organs

Art. 5:

The organs of the Association are:

1. The General Assembly
2. The Executive Committee

C. The auditor(s)

A. The General Assembly

Art. 6:

The General Assembly of the Association shall consist of its members. It elects the Executive Committee and the Auditor(s).

Art. 7:

The Association Assembly shall decide on all matters not delegated to other organs of the Association.

Art. 8:

The Ordinary General Meeting of the Association shall be held once a year.

Extraordinary meetings of the Association shall be convened by decision of the Executive Committee or at the request of at least one fifth of the members.

The President of the Association or his authorised deputy shall preside.

Art. 9:

The Association meeting may, if necessary, also validly decide on agenda items not previously announced in writing (Art. 67 para. 3. ZGB).

Art. 10:

The General Meeting shall decide by a simple majority of those present. In the event of a tie, the Chairman shall have the casting vote.

Art. 11:

Minutes shall be kept of the resolutions passed at the Association Meeting.

B. Executive Committee

Art. 12:

The Board of Directors shall be elected by the General Assembly for a period of 2 years, the President for a period of 5 years.

The Executive Committee, including the President, shall consist of at least 5 members.

The members of the Executive Committee work in an honorary capacity and are in principle only entitled to compensation for their actual expenses and cash outlays. Appropriate compensation may be paid for special services rendered by individual Board members.

Art. 13:

The Board of Directors shall conduct the day-to-day business of the Association within the framework of the resolutions of the General Assembly. It may entrust members of the Association with specific tasks and invite them to attend meetings of the Board.

The Board of Directors shall decide on the amount of the membership fees.

Art. 14:

The Board of Directors shall constitute a quorum if at least three of its members are present.

The Executive Committee shall decide by a simple majority of those present. In the event of a tie, the President of the Association shall have the casting vote.

Resolutions may be passed by circular letter. However, such resolutions require the vote of all members of the Association Board.

Art. 15:

The President of the Association shall convene the meetings of the Board. He shall preside over the meetings. Minutes shall be kept of the Board meetings.

C. Auditor

Art. 16:

The Association Assembly shall elect one or two Auditors, hereinafter referred to as the Auditors, for a period of 2 years at a time on the proposal of the Association Board.

Art. 17:

The Auditors shall audit the financial management of the Association and the annual accounts. The Auditors shall report to the General Meeting of the Association.

**IV. Liability**

Art. 18:

Only the Association's assets shall be liable for the Association's debts. Personal liability of members is excluded.

**V. Amendments to the Statutes and dissolution of the Association**

Art. 19:

The Articles of Association may only be amended by resolution of the General Assembly of the Association and by a two-thirds majority of the members present.

Art. 20:

In the event of dissolution, the Board shall carry out the liquidation. The General Assembly shall decide on the use of the remaining assets.

They may only be used for the purpose of the Association (Art 2).

Art. 21:

The dissolution of the Association may be decided by a ballot of all registered members. This shall be done at the request of the Executive Committee or of at least one quarter of the registered members. The members shall be given a period of one month to cast their votes. The decision shall be taken by a two-thirds majority of the votes cast.

The funds remaining after the dissolution of the Association shall be donated to an institution with the same or a similar purpose.

Adopted at the Founding Assembly of 7 June 1994 in Berne; amended at the General Assembly of 22 January 2004 in Zurich and at the General Assembly of 7 April 2016 in Zurich.