

# VaLoo Statutes

## I. Name, seat, purpose, means and resources

### **Name**

Under the name VaLoo, an association exists in the sense of Art. 60 of the Swiss Civil Code under Swiss law as a legal entity.

### **Seat**

The association's seat is in the city of Dübendorf.

### **Purpose**

VaLoo is a network of stakeholders collaborating to promote and facilitate the implementation of resource-oriented sanitation in Switzerland. The association does not pursue any commercial purposes and is not for profit.

### **Resources**

The association has at its disposal the following resources to pursue its purpose:

- a. Membership fees
- b. Private and public contributions and subsidies
- c. Donations and legacies
- d. Revenues from activities/events organized by the association
- e. All other resources authorized by the law

All resources of the association shall be used exclusively for its not-for-profit purposes.

## II. Members

### **Composition of the association**

Members of the association (the "Members") shall consist of individuals and legal entities who recognize and support the purpose of the association. The association as the following membership categories:

- a. Individual
- b. Individual – Student/Unemployed/Retired
- c. Company
- d. Association / cooperative
- e. University / Research Institute

The yearly membership fees are decided each year during the general assembly.

### **Beginning of Membership**

The procedure for becoming a member is defined in the internal regulations document. The membership is initiated once the yearly membership has been received.

## **Resignation and Suspension of Membership**

Membership ceases due to the following scenarios:

- a. Resignation of the member
- b. Death of the member or dissolution of the legal entities
- c. Exclusion of the member

Members can be excluded at any time for the following reasons:

- Violation of statutes or interests of the association
- Failure to pay the yearly fees

The resignation and exclusion processes are described in the internal regulations document. No resigned or dismissed member can reclaim reimbursement of finances given to the association and has no right to the association's assets.

## **III. Organization and Governance**

### **Bodies**

- a. The General assembly
- b. The Board
- c. The Auditors
- d. Secretariat (optional)

## **IV. The General Assembly**

### **Voting Rights**

Each member is entitled to 1 vote.

### **Organization**

The General Assembly is the supreme governing body of the association. The General Assembly is held once a year. An extraordinary General Assembly may be convened at any moment by the Board or at the request of at least one fifth of the Members. Extraordinary general assemblies must be held within 12 weeks of the request.

### **Responsibilities and Powers**

The General Assembly delegates to the Board the power to administer and represent the association. The General Assembly remains with the following inalienable powers:

- a) Approval of the minutes from previous assembly;
- b) Acceptance of the annual report of the Board;
- c) Reception of the auditors' report and adoption of the annual accounts;
- d) Election, surveillance, discharge and revocation of the Board and the Auditors;
- e) Adoption and amendment of the present Statutes, the ethical charter and the Internal Regulations;
- f) Dealing with motions brought forward by the Board or by Members in accordance with section IV, paragraph: Convocation;
- g) Approval of the yearly budget;

- h) Taking note of the yearly program of activities
- i) Decisions concerning the admission and the exclusion of Members;
- j) Dissolution of the association and appropriation of the liquidation proceeds.

### **Convocation**

The date and the agenda of an ordinary or extraordinary General Assembly must be notified to the Members in writing 1 month in advance. Invitations may be sent by email. Propositions for the agenda must be made in writing to the Board at least 14 days before the date of the General Assembly.

### **Votes and elections**

Members pass resolutions by means of a simple majority of the votes cast. In the event of a tie, a member of the board is chosen randomly and shall cast the deciding vote.

A two-thirds majority of the Members present is required for:

- a) Amendments to the statutes or charter of the association
- b) Dissolution of the association

Members may vote in person or may be represented by another Member acting as a proxy. The demand to be represented by a proxy must be done in writing/via email. Each Member may represent a maximum of 2 other Members.

Voting takes place by the show of hands. Upon the request of at least 1/5th of the Members present, voting may take place by secret ballot.

The adoption of resolutions by circular letter (by letter, email or electronic voting platform) is permitted.

### **Quorum**

The General Assembly is validly instituted regardless of the number of Members present and minutes are taken of the proceedings.

## **V. The Board**

### **Composition**

The board is composed of at least 5 and a maximum of 9 people. The Board members are appointed for a 2-year term and can be re-elected. The board constitutes itself.

### **Responsibilities and Powers**

The Board shall have all powers not expressly reserved to the General Assembly. In particular:

- a) Manage day-to-day business of the association to ensure that the objectives are reached. This may include establishing and delegating tasks to working groups or to third parties.
- b) Prepare and conduct the ordinary and extraordinary general assemblies;
- c) Preparation of a yearly activity report, yearly accounts and yearly budget;

- d) Operational management of the association, including finances, personnel administration, membership management, etc.;
- e) Appointment of the Secretariate and their management based on the performance agreement;
- f) Determination of the persons authorized to sign and the persons who can represent the association.

The responsibilities and powers of the Board can be assigned to the Secretariat based on the performance agreement. In principle, the board carries out its activities on a voluntary basis, though it is entitled to the reimbursement of effective costs and travel expenses.

### **Board Meetings**

The Board meets as often as required.

### **Convocation**

The Board must convene upon a request by a board member, stating the grounds for this request. Meetings must be convened 14 days in advance. In the case of urgent circumstances, meetings may be convened with 3 days notice. If the Board does not request an oral discussion, resolutions may be passed in writing (including by e-mail).

### **Decision Making**

The majority of the Board members must participate in decision making processes. Decisions are taken by a simple majority. In the case of a tie, a board member is chosen randomly and makes the decision. Decisions can be made through a circular letter and will be recorded in the minutes of the Board.

### **Removal and Resignation**

Board members may be removed by the General Assembly for just cause. Board members can resign at any time by submitting a written declaration to the Board and the General Assembly, specifying when the resignation shall take effect. In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member until the next meeting of the General Assembly.

### **Signing Authority**

The association is validly engaged via the signatures of at least 2 authorized persons.

## **VI. The Auditors**

The General Assembly appoints two people or a legal entity to audit the accounts of the association and submit a report to the Board for the attention of the General Assembly. Auditors are appointed for a two-year term and re-election is possible.

## **VII. The Secretariat**

The Board may create a secretariat to help manage the day-to-day affairs of the association. The tasks, rights and duties of the Secretariate are stated in the performance agreement. The Secretariat is concerned to achieve the purpose of the association in the best possible way. The Secretariate can consist of members of the association as well as of non-members.

## **VIII. Miscellaneous Provisions**

### **Fiscal year**

The fiscal year runs from January 1st to December 31st.

### **Liability**

Only the assets of the association are liable for the obligations entered into by the association. Any personal liability of the association Members is excluded.

### **Dissolution of the association**

The decision to terminate the association must be made during an ordinary or extraordinary General Assembly. At the termination, the remaining assets are distributed to an association who pursues the same or a similar objective in Switzerland. The repartition of the assets between its Members is not allowed.

### **Final Provisions**

Insofar as these statutes do not contain any regulations, the Swiss Civil Code of 10 December 1907 applies.

### **Jurisdiction**

The legal venue of the association is in Zurich.

### **Entry into force**

The present statutes were adopted during the foundation meeting on the 19th of November, 2021 and entered into force on that same date.