

# 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 Zurich.

### Purpose

VaLoo aims to make resource-oriented sanitation systems an integral part of the circular economy in Switzerland. By closing water and nutrient cycles between the areas of housing, food production and consumption, VaLoo aims to protect public health and the environment. The association does not pursue any commercial or self-help purposes and does not seek to make a profit.

### Resources

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

- a. Membership fees
- b. Private and public funding contributions and subsidies
- c. Donations and legacies
- d. Revenues from own activities/events
- e. Income from sponsoring
- f. Performance agreements
- g. 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 (natural persons)
- b. Organizations under public and private law that do not pursue profit-making purposes.

The association may set different membership fees according to individual or organizational category or size. The yearly membership fees are decided each year during the member assembly.

### **Admission**

Members are admitted in accordance with the membership regulations; the Board is responsible for provisional admission. Membership begins with the first payment of the annual membership fee.

### **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 by the board at any time for the following reasons:

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

The resignation and exclusion processes are described in the membership regulations. 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 member assembly
- b. The Board
- c. The Auditors
- d. Secretariat (optional)

## **IV. The Member Assembly**

### **Voting Rights**

Each member is entitled to 1 vote.

### **Organization**

The member assembly is the supreme governing body of the association. The ordinary member assembly is held once a year. An extraordinary member assembly may be convened at any moment by the Board or at the request of at least one fifth of the Members stating the matters to be treated. Extraordinary member assemblies must be held within 12 weeks of the request.

### **Responsibilities and Powers**

The member assembly has the following inalienable responsibilities and 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 and discharge of the board;

- d) Election, surveillance, discharge and revocation of the Board members and the Auditors;
- e) Adoption and amendment of the present Statutes, the ethical charter and the membership 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) Definitive 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 Member assembly must be notified to the Members in writing at least 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 Member assembly, who then sends out an adjusted agenda.

### **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 and represented is required for:

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

Members may be represented by another member of the association by means of a written authorization issued in advance. 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. Decisions may be taken via an electronic platform.

### **Attendance Quorum**

The Member 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 elected for a 2-year term and can be re-elected. The board constitutes itself and defines the roles and tasks in the internal regulations.

### **Responsibilities and Powers**

The Board shall have all powers not expressly assigned to another body by law or these statutes. In particular:

- a) Manage day-to-day business of the association to ensure that the objectives are reached. This includes the determination of external representation and may include establishing and delegating tasks to working groups or to third parties.
- b) Prepare and conduct the ordinary and extraordinary member assemblies;
- c) Preparation of a yearly activity report and yearly budget;
- d) Operational management of the association, including finances, personnel administration, membership management, etc.;
- e) Determination of the collective authority to sign in pairs.

The board carries out its activities on a voluntary basis and without being paid, though it is entitled to the reimbursement of effective costs and travel expenses. Appropriate compensation may be paid for special services rendered by individual members of the Board.

### **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.

### **Vacancy during a term**

. In the event of a vacancy during a term, the Board may appoint a substitute member until confirmation at the next member assembly.

## **VI. The Auditors**

The Member 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 Member 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. It may employ or delegate persons for this purpose in return for appropriate payment. The tasks, rights and duties of the Secretariate are stated in the internal Regulation, which is issued by the Board. The Secretariat is concerned to achieve the purpose of the association in the best possible way. The Secretariat is represented on the Board in an advisory position.

## **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 and liquidation of the association**

The decision to terminate the association must be made during an ordinary or extraordinary Member assembly. At the termination, the remaining assets are distributed to an association that is tax-exempt due to its charitable status 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 applies.

### **Jurisdiction**

The legal venue of the association is in Zurich.

### **Entry into force**

The association was founded at the founding meeting on November 19, 2021, and these Articles of Association were adopted at the extraordinary member assembly on February 26, 2024, and entered into force on that same date and replaces the previous version.

The original text is the German version. In the event of deviations, the German version shall take priority.