

Aide et Action Suisse

Statutes

Preamble

The Association Aide et Action Suisse shares the project of the Organisation Aide et Action International, which promotes the following principles:

- shared decision-making;
- separation between governing and executive bodies;
- autonomy of regional offices;
- equitable representation of all actors;
- strong local, national and regional anchoring of the international association;
- common responsibility for the association's development;
- pooling of resources (human, financial, information, etc.);
- flexibility of the organisation.

Provided with an independent legal structure defined by the present statutes, the Association Aide et Action Suisse, in conformity with the Aide et Action Charter, is part of the larger mission of Aide et Action, represented by the Organisation Aide et Action International and all other Aide et Action entities in the world.

As such, the Association Aide et Action Suisse supports the Aide et Action project in close cooperation with all other Aide et Action entities in the world and with reference to the Organisation Aide et Action International.

Art. 1 – Denomination

The association “Association Aide et Action Suisse” is a non-profit association governed by the present statutes and, subsidiarily, by article 60 et seq. of the Swiss Civil Code.

Art. 2 – Seat and Duration

The Association Aide et Action Suisse has its seat in the République et Canton de Genève.

The Association Aide et Action Suisse has been established for an indefinite period.

Art. 3 – Purpose

The purpose of the Association Aide et Action Suisse is to promote the cause of “Education for All” wherever it is deemed necessary and feasible. In particular, the association promotes basic education for all populations, including migrant populations and populations living in an emergency situation or crisis, whose fundamental right to quality education is hindered,

threatened or denied, in order to allow all people to freely choose and decide the course of their lives.

This action is carried out in cooperation with all other Aide et Action entities in the world, and in particular the Organisation Aide et Action International.

To achieve this purpose, the association raises awareness through all means authorised by law, especially sponsorship, the cornerstone of Aide et Action's approach.

The Association Aide et Action Suisse contributes to a larger movement for education and seeks to impact on all factors that have an influence on the education sector.

The association is free from all political and religious ties and is a non-profit organisation.

Art. 4 – Position within the Organisation Aide et Action International

- a) The Association Aide et Action Suisse, its organs and its members, at all times, pledge to respect and conform to the Aide et Action Charter, as well as to any other valid regulations or decisions adopted by the Organisation Aide et Action International, insofar as these are compatible with Swiss law.
- b) The Organisation Aide et Action International authorises the Association Aide et Action Suisse under licence to use the name Aide et Action, as well as the logo, the brands and the visual guidelines associated with it.
- c) The Association Aide et Action Suisse gives a mandate of enforcement, delegation and management to the Organisation Aide et Action International to implement projects.
- d) In case of litigation between the Association Aide et Action Suisse and the Organisation Aide et Action International, the place of jurisdiction is Geneva and Swiss law is the only applicable law.

Art. 5 – Members

- a) All natural or legal persons that have demonstrated their attachment to the mission of the Association Aide et Action Suisse through their actions and commitment, and are not employees of the Association Aide et Action Suisse, are eligible to become members.
- b) The status of member must be directly requested from the Governing Council and is formally obtained once this body has reached a decision, given its assent and communicated its decision to the applicant (even if the applicant fulfils all criteria and conditions previously mentioned in Art. 5a).
- c) The status of member is obtained for a duration of five years and is renewable three times, under the framework and guidelines mentioned in Articles 5a) and 5b) of the present statutes.
- d) Through his membership, the member accepts to pay the Association Aide et Action Suisse a yearly membership fee, whose amount and payment date are established by

the Governing Council. Once the membership fee has been paid, the entirety of the fee will remain at the disposal of the Association Aide et Action Suisse, even if member status should be rescinded during that year and independently of the stated reasons for this decision.

Membership implies that the member accepts the present statutes and all other regulations and decisions of the Association Aide et Action Suisse.

- e) The status of member can be rescinded in cases of:
- a written letter of resignation sent by regular mail to the president of the Governing Council;
 - the dissolution, for any reason whatsoever, of the legal person that is a member, a declaration of legal redress concerning the legal person that is a member, or the judicial liquidation of the legal person that is a member;
 - non-payment of the yearly membership fee, after one unanswered written reminder;
 - exclusion on serious grounds pronounced by the Governing Council, such as, in particular, not respecting the obligations contained in the present statutes, the Aide et Action Charter or any other valid regulations or decisions adopted by the Association Aide et Action Suisse, once the interested person has been invited to avail himself of his means of defence;
 - non-renewal of the membership by the Governing Council at the end of a 5-year term;
 - 20 years of membership, which equates to the maximum three renewals of membership status;
 - a third consecutive absence from an Ordinary General Assembly meeting without written justification;
 - recruitment of a member as an employee of the Association Aide et Action Suisse.
- f) The Association Aide et Action Suisse's financial commitments are guaranteed exclusively by its net assets. Any personal liability of the members is excluded.

Art. 6 – Resources

- a) Origin:

The resources of the Association Aide et Action Suisse are acquired from:

- membership fees;
- sponsorships;
- public and private grants;
- donations and bequests;
- all other resources allowed by law.

b) Use:

The Association Aide et Action Suisse adheres to the principle of shared decision-making common to all Aide et Action entities in the world.

In conformity with this principle, decisions regarding the allocation of funds are made by the governing bodies of the Organisation Aide et Action International that represents all Aide et Action entities around the world and their common mission.

All collected resources are allocated by the International Board of the Organisation Aide et Action International according to the organisation's needs (pooling or allocation to a specific project in the case of earmarked funds), unless the donor opposes it.

Art. 7 – The General Assembly

a) Composition:

The General Assembly is the highest entity of the Association Aide et Action Suisse and is composed of a maximum of thirty members.

b) Tasks:

The tasks of the General Assembly are as follows:

- election and destitution of members of the Governing Council;
- designation of the auditing firm;
- approval of annual accounts and balance sheet;
- granting discharge to the Governing Council for its management;
- adoption and modification of the statutes;
- dissolution of the Association Aide et Action Suisse and nomination of liquidators.

The General Assembly duly takes note of the allocation of funds decided by the Organisation Aide et Action International in accordance with Art. 6 of the present statutes.

In addition, the General Assembly expresses its position on all items on the agenda and on those that are within its remit according to the law and statutes.

c) Ordinary General Assembly:

The Ordinary General Assembly meets once a year, if possible within the six months following the end of the fiscal year.

The Ordinary General Assembly is convened by the Governing Council, by individual letter to each member with at least fifteen days advance notice. The agenda is mentioned in the notification.

d) Extraordinary General Assembly:

The General Assembly can convene as an Extraordinary General Assembly whenever and as often as the Governing Council deems it necessary, or if at least one fifth of the General Assembly's members make a formal request to the Governing Council.

In addition, an Extraordinary General Assembly is necessary to make the following decisions:

- voluntary dissolution of the association and nomination of liquidators;
- amendment of the present statutes, with prior consent from the International Board of the Organisation Aide et Action International.

The Extraordinary General Assembly is convened by the Governing Council, by individual letter to each member with at least one month advance notice. The agenda is mentioned in the notification.

e) Minutes:

Minutes are recorded of all the decisions and elections of the General Assembly. The minutes are available to all members.

f) Voting rights:

All members – on condition that they have paid their membership fees – have one vote in the General Assembly.

A member can choose to be represented by another member as long as the latter has paid his or her own membership fee, is in possession of a proxy and the Governing Council is cognizant of it. A member cannot use more than two proxies in a single General Assembly.

Legal persons that are members of the Association Aide et Action Suisse are represented by their acting legal representative or any other person with valid authorisation, as long as the Governing Council has been previously notified.

Unless the law or the present statutes state otherwise, the General Assembly can validly deliberate if at least half of its members are present or represented. Unless the law or the present statutes state otherwise, the General Assembly makes decisions and conducts elections according to a majority vote of present and represented members.

g) Quorum:

During an Ordinary General Assembly or an Extraordinary General Assembly, a valid decision can be reached only if:

- at least two thirds of its members are present or represented;
- the decision is supported by at least a two-thirds vote of present and represented members.

Art. 8 – The Governing Council

The Governing Council is composed of at least three and no more than six members elected by the General Assembly from amongst its own members.

Their mandate runs for three years and is renewable three times.

Amongst its members, the Governing Council nominates:

- the President
- the Treasurer
- the Secretary

The President represents the Association Aide et Action Suisse in all acts of civil life and holds all necessary powers to this effect.

The Treasurer is in charge of all matters related to managing the assets of the Association Aide et Action Suisse. The President and the Treasurer report to the General Assembly regarding their actions.

The Secretary keeps minutes of the deliberations of the Governing Council and ensures execution of all formal decisions.

In particular, the Governing Council is charged with:

- managing the current affairs of the Association Aide et Action Suisse;
- ensuring that the Association Aide et Action Suisse is well-run and its goals respected;
- convening the General Assembly and executing the decisions taken by the latter;
- presenting the budget, accounts, balance sheet and annual report to the General Assembly;
- drafting and amending internal regulations necessary to the efficient running of the Association Aide et Action Suisse.

In addition, the Governing Council holds all powers not explicitly reserved to the General Assembly by law, the present statutes or any other regulations of the Association Aide et Action Suisse.

Members of the Governing Council act on a voluntary basis.

Art. 9 – Fiscal Year

The fiscal year of the Association Aide et Action Suisse begins on January 1 and ends on December 31 of the same year.

Art. 10 – Accounting, Annual Accounts

The annual accounts of the Association Aide et Action Suisse are presented to the General Assembly of the Association Aide et Action Suisse and then transferred to the Organisation Aide et Action International. The latter, if it deems it necessary, can request a certification of the accounts by an external auditing firm.

Art. 11 – Dissolution

Dissolution of the association may only be decided by an Extraordinary General Assembly in which more than two thirds of members are present or represented, and which approves the dissolution with at least a two-thirds vote of present and represented members.

In case of the association's dissolution, all available for sale assets will be transferred to a tax-exempt public interest institution pursuing a purpose similar to the Association's. In no event can assets return, totally or in part, to members of the association, nor can they be used for their profit in any way or form.

If the above should prove impossible, a second General Assembly will be convened and dissolution will be decided by a majority vote of the members present.

The net and movable assets will be transferred to an association with a similar purpose.

Art. 12 – Amendment to the Statutes

Any amendment to the statutes of the Association Aide et Action Suisse must have prior consent from the Organisation Aide et Action International.

Made in Geneva, June 11, 2009

Frédéric NAQUET
Président

Jacques LEMARECHAL
Trésorier

N.B.: This is a translation of the original statutes in French. Only the original document is legally binding.