

BYLAWS

Association WOCEN Women Climate Entrepreneurs

1. Name and Domicile

Under the name "WOCEN Women Climate Entrepreneurs," an association exists in accordance with Art.60 et seq. of the Swiss Civil Code (ZGB) with its domicile in Basel. It is politically and denominationally independent.

2. Purpose and Objectives

The association aims to:

Promote and strengthen small and medium businesses led by women engaged in the areas of climate protection/adaptation and poverty alleviation. The association pursues non-commercial purposes and does not seek profit. The board operates on a voluntary basis.

3. Resources

To achieve the association's objectives, the association has the following resources:

- Membership fees
- Proceeds from events
- Donations and contributions
- Gifts and bequests

Membership fees are determined annually by the general assembly. The fiscal year corresponds to the calendar year.

4. Membership

Members are natural or legal persons supporting the association's purpose. Applications for membership are to be addressed to the board, with the board making the decision on acceptance.

5. Termination of Membership

Membership ceases:

- for natural persons through resignation, expulsion, or death.
- for legal persons through resignation, expulsion, or dissolution of the legal entity.

6. Resignation and Expulsion

A member can resign at any time by notifying the board. The resignation letter must be addressed in writing to the board. For the current year, the full membership fee is payable.

A member can be expelled by the board at any time without stating reasons. Before expulsion, the member in question, if possible, should be heard. If a member remains in arrears with the membership fee despite reminders, the board may proceed with expulsion.

7. Organs of the Association

- a) General Assembly
- b) Board
- c) Auditor

8. General Assembly

The highest organ of the association is the general assembly. An ordinary general assembly is held annually within the first six months of the fiscal year.

Decision-making by circular means (letter, email, or electronic voting platform) is allowed in justified cases. Members are invited to the general assembly 20 days in advance in writing, specifying the agenda. Email invitations are valid. Proposals for additional matters for the general assembly must be submitted in writing to the board no later than 10 days before the general assembly.

The board or 1/5 of the members can at any time demand the convocation of an extraordinary general assembly, stating the purpose. The assembly must take place no later than 2 months after receipt of the request.

The general assembly has the following non-revocable tasks and powers:

- a) Approval of the minutes of the last general assembly
- b) Approval of the annual report
- c) Receipt of the audit report and approval of the annual financial statements
- d) Discharge of the board

- e) Election of the president and other board members as well as the auditor.
- f) Determination of membership fees
- g) Acknowledgment of the annual budget
- h) Acknowledgment of the activity program
- i) Decision on proposals from the board and members
- j) Amendment of the constitution k) Decision on the dissolution of the association and the use of the liquidation proceeds.

Any properly convened general assembly is quorate regardless of the number of members present. Decisions are made by an absolute majority of the members present.

Statute amendments require the approval of a 2/3 majority of the eligible voters present. At least one resolution protocol must be drawn up for the adopted resolutions.

9. **The Board**

The board consists of at least 5 persons. A term of office is 3 years. Re-election is allowed at most twice.

The board has the following tasks and powers:

- a) Determination of the strategic orientation of the association.
- b) General oversight of the strategy and interests of the association.
- c) Implementation of association decisions.
- d) Representation of the association externally.
- e) Controls and monitors the necessary use of funds for goal achievement.
- f) Approval of the financial plan and budget.
- g) Election of the management and supervision of the office, as well as the regulation of their tasks and powers.
- h) Convocation of the general assembly.
- i) Decision on joining campaigns and cooperating with other associations and organizations within the purpose of the association.
- j) Admission and expulsion of members.
- k) Issuance of regulations.
- l) Formation of commissions.
- m) Decision on the written implementation (circular means) of the general assembly.

The board has all the powers not transferred by law or these bylaws to another body. It delegates operational tasks to the operational unit/office.

The following departments are represented in the board:

- a) Presidency
- b) Vice Presidency
- c) Finances.

The board constitutes itself except for the presidency. The board convenes as often as necessary. The board is quorate when more than half of the members are present.

Unless a board member requests oral consultation, decisions made by circular means (including email) are valid.

The board is generally voluntary and unpaid but is entitled to reimbursement of actual expenses.

10. **Auditor**

The general assembly elects two auditors or a legal entity to control the accounting and conduct at least one random check annually. The auditor submits a report to the board for the general assembly. The term of office corresponds to a fiscal year. Re-election is possible.

11. **Signing Authority**

The association regulates the signing authority for two persons.

12. **Data Protection**

The board operates a system and takes appropriate measures to comply with the requirements of the Data Protection Act/Data Protection Ordinance (DSG/DSV).

13. Liability

Only the association's assets are liable for the association's debts. Personal liability of members is excluded.

14. Dissolution of the Association

The dissolution of the association can be decided by resolution of an ordinary or extraordinary general assembly with the majority of 2/3 of the members present.

In the event of the dissolution of the association, the association's assets go to a tax-exempt organization in Switzerland pursuing the same or a similar purpose. The distribution of the association's assets among the members is excluded.

15. Entry into Force

These statutes were adopted at the founding assembly on July 13, 2023, and came into effect on this date.

Date: July 13, 2023

Location: Basel

President: Gerhard Bärtschi

Secretary: Céline Berner