

ARTICLES OF ASSOCIATION

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SOLIDAR
SWITZERLAND

Swiss Labour Assistance SLA

I. Name, seat and purpose

Art. 1

Pursuant to Art. 60ff. of the Swiss Civil Code, an association exists under the name of **Solidar Suisse / Schweizerisches Arbeiterhilfswerk SAH** with its registered office in Zurich. The English translation is Solidar Switzerland / Swiss Labour Assistance SLA.

Art. 2

- 1) Solidar Switzerland is a non-governmental organisation (NGO) whose purpose is to assist disadvantaged, persecuted and oppressed people in Switzerland and abroad with material support and by helping them to help themselves. The institution works for social justice and fights against exclusion and the division of society.
- 2) Solidar Switzerland may join national or international organisations which pursue the same or similar goals.
- 3) The institution shall not pursue any commercial purpose or seek profit.

II. Membership

Art. 3

Members of Solidar Switzerland are:

The founding members:

- The Swiss Federation of Trade Unions (SGB)
- The Social Democratic Party of Switzerland (SPS)

Collective members of Solidar Switzerland may be:

- SGB associations as well as cantonal and local bodies of the SGB and/or its associations
- the national, cantonal and local organisation of the SPS
- legal entities and corporations which support the purpose of Solidar Switzerland

Single members may be:

- natural persons who support the purpose of Solidar Switzerland

Membership is granted upon payment of the membership fee.

Art. 4

Withdrawal from Solidar Switzerland may be declared for the end of a calendar year with six months notice.

III. Finance

Art. 5

- 1) The funds required to fulfil the purpose of Solidar Switzerland are procured through:
- a) the payment of annual fees by the members.
 - single members Fr. 50.00
 - national organisations Fr. 1000.00
 - regional and local organisations Fr. 250.00
 - other collective members Fr. 250.00
 - b) contributions by the Swiss Confederation, Cantons and municipalities as well as other organisations
 - c) donations
 - d) special funding campaigns and sponsoring
- 2) The financial liability of Solidar Switzerland shall not exceed the assets of the association.

IV. Organisation

Art. 6

The bodies of Solidar Switzerland are:

- the Assembly of Delegates
- the Board of directors

1. The Assembly of Delegates

Art. 7

- 1) The Assembly of Delegates (AD) is the supreme body of Solidar Switzerland. The AD shall supervise the bodies' activities and decide on all matters which are not assigned to other bodies. The following powers are exclusively reserved to it:
- election of the Chairperson and the other members of the Board of directors
 - election of the Auditors
 - approval of the annual report, annual accounts and auditors' report as well as ratification of the acts of the Board of directors
 - establishment of membership fees
 - recall of members of the bodies of the association
 - adoption of collective members
 - exclusion of collective members
 - amendments to the Articles of Association
 - merger with another association
 - dissolution

- 2) The Board of directors shall convene the AD in writing at least once every year with a minimum of ten days notice. Should the composition of the Board of directors be altered during the year, the Board of directors shall be authorized to appoint substitute members provisionally. They must be confirmed at the next AD. Moreover, an AD shall be convened upon request of a founding member or of a collective member who together represent one-fifth of the delegates' votes.
- 3) The delegates of the founding or collective members as well as the individual members are entitled to vote at the AD with the following share of votes:
 - The founding members SGB and the SPS are entitled to have 50 votes each
 - Other national organisations have 10 votes each
 - Cantonal and local organisations as well as legal entities and corporations under public law have 5 votes each
 - Single members have 1 vote eachAuthorized delegates execute the voting right of the founding and collective members.
- 4) Decisions of the AD are taken with a majority of votes cast by the attending delegates and single members. In the event of a tie, the Chairperson shall have the casting vote.
- 5) An amendment to the Articles of Association, a merger with another association or the dissolution of Solidar Switzerland requires the approval of two-third of the delegates present.
- 6) The founding members are entitled to jointly veto resolutions on amendments to the Articles of Association, merger or dissolution.

2. The Board of directors (Board)

Art. 8

- 1) The Board of directors is composed of six to eight members. Single members may also be elected to the Board. Personnel are entitled to one seat and to submit proposals to the AD. The Chairperson shall have the chair. For the rest, the Board constitutes itself.
- 2) The managing director shall attend the meetings of the Board in a consultant capacity only.
- 3) The Board is the governing body of Solidar Switzerland and shall represent the NGO in public. Its powers specifically include:
 - Execution of the resolutions and decisions of the AD
 - Regulation of the internal rules of the organisation

- Election of the managing director
 - Budgeting and allocation of donations
 - Planning and supervision of the Association's activities; details shall be regulated by the internal rules of the organisation
 - Regulation of the wage and employment terms and conditions of the personnel
 - Convention of the Assembly of Delegates
 - Adoption and suspension of collective members until the resolution on the definite adoption or exclusion is adopted by the AD
 - Exclusion of single members with the possibility of appeal to the AD
- 4) The Board of directors may assign individual powers to other bodies of the Association. These powers are established in the internal rules of the organisation. The Board may also establish commissions.
 - 5) As a rule, the Chairperson shall convene the Board every 6-8 weeks, and upon proposal of a member of the Board.
 - 6) The Board may pass resolutions by way of circular letter. If a member demands a debate, a meeting of the Board shall be convened.
 - 7) Quorum is established if at least one-half of the members of the Board of directors are present. Resolutions shall be passed by the majority of members present; in the event of a tie, the Chairperson shall have the casting vote.
 - 8) The bodies of the institution shall work on a voluntary basis, and are in principal entitled to reimbursement of their actual expenses and cash expenditure only.

3. Management

Art. 9

- 1) The management is responsible for daily business pursuant to the internal rules of the organisation.
- 2) The management shall attend the Assembly of Delegates; its members have the right to be consulted and submit proposals.

4. Commissions

Art. 10

- 1) The Board of directors may appoint permanent commissions for individual departments. Upon proposal of a department, it may establish additional commissions for specific tasks.

- 2) The commissions shall consist of interested members of the Association or experts. The Board of directors shall appoint their chairpersons.
- 3) The commissions shall consult the departments and Management and support them in fulfilling their tasks. They report to the Board of directors on their activities and are entitled to submit proposals.

5. The Auditors

Art. 11

- 1) The Auditors are elected by the AD each year; they are professionally qualified and completely independent of Solidar Switzerland.
- 2) The Auditors shall audit the accounting and annual accounts of the NGO to the best of their knowledge and belief and present a written report to the AD annually.

V. Terms of Office and Fiscal Year

Art. 12

The term of office of the Chairperson, the other members of the Board of directors and the Managing Director is three years. For all other functions, contractual agreements shall apply. Re-election is possible.

Art. 13

The fiscal year shall last from January 1 until December 31.

VI. Dissolution

Art. 14

- 1) The AD shall decide upon the merger of Solidar Switzerland with another association having the same or similar purpose with a two-third majority of the attending delegates.
- 2) In the event of a merger, Solidar Switzerland shall assign its funds with assets and liabilities to the other association or vice versa, or both shall assign their funds to a newly founded association.
- 3) The merger shall be implemented within the meaning of the provisions of art. 914 clauses 2, 4, and 9 of the Swiss Code of Obligations.

Art. 15

- 1) The AD shall resolve on the dissolution of the Association with a two-thirds majority of the attending delegates.
- 2) In the event of dissolution, any existing assets shall be assigned to an institution with the same or a similar purpose. The Association's assets may not be distributed among the members.

VII. Final Provisions

Art. 16

These Articles of Association were adopted at the Assembly of Delegates of Jan 14, 2011 in Zurich. They replace those of May 7, 1988, June 25, 1999, April 16, 2002, December 17, 2002, August 19, 2003, June 19, 2004 and May 12, 2009 and shall enter into force with immediate effect.

On behalf of the General Assembly of Solidar Switzerland /
Swiss Labour Assistance SLA

The Chairman: Hans-Jürg Fehr



The Managing Director: Ruth Daellenbach



Zurich, Jan 14, 2011

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