By-laws
of the association

Women’s Hope International (WHI)

I. NAME, REGISTERED OFFICE AND PURPOSE

Art. 1

Women’s Hope International (WHI) exists as an association in the sense of Art. 60 ff. of the Swiss Civil Code, with its registered office in Berne.

Art. 2

Women’s Hope International is an aid organisation working for the improvement of sexual and reproductive health in Africa and Asia.

The Association is active in the identification, treatment, rehabilitation and reintegration of women and girls with obstetric injuries.

The Association supports the competent accompaniment of women and girls during pregnancy, childbirth and the postnatal period.

In addition, the Association encourages and strengthens women and girls in their social status, and enables their independence and self-determination, especially regarding their sexual and reproductive health.

Help is provided irrespective of age, origin, language, religion, culture and political conviction.

The Association carries out its activity on a non-profit basis. No economic purpose or financial gain is pursued.
II. Membership

Art. 3
Members of the association Women’s Hope International can be natural or legal persons that recognise the goal and purpose of the Association and are ready to promote them.

Applications for membership should be sent in writing to the Board, which decides on their admission.

Art. 4
The annual membership fee is established yearly by the General Assembly.

Art. 5
Membership terminates in the event of:

a. resignation
b. exclusion
c. death

Resignation must be notified in writing for the end of the Association's year, subject to notice of three months.

The Board can exclude any member who is guilty of dishonourable conduct or who damages the interests of the Association. Generally speaking the decision on exclusion is taken after having heard the member, is notified to him/her in writing and comes into force immediately. There is no right of appeal to the General Assembly.

Whoever fails to pay his/her membership fee after a warning is stricken off the membership list by the Board and excluded as a member of the Association.

Those members who resign or are excluded from the Association are liable for their membership fee until the end of the current association year

Art. 6
Any personal claim by association members on the funds of the Association is excluded.
III. Organs

Art. 7

The organs of Women’s Hope International are:

a. the General Assembly
b. the Board
c. the Auditors

A. The General Assembly

Art. 8

The ordinary General Assembly takes place each year within the first six months of the financial year.

The invitation to the General Assembly is issued by the Board in writing, with a notice period of 20 days, together with notification of the agenda.

Proposals for the attention of the General Assembly are to be sent in writing to the Chairman at the latest 30 days in advance.

The General Assembly is presided over by the Chairman or the delegate of the Board. Minutes are recorded for each General Assembly.

Art. 9

Upon decision of the Board, on request by at least a fifth of the members or on request by the auditing body, an extraordinary General Assembly must be convened, which must take place within two months of submission of the request. The invitation must be issued ten days before the Assembly.

Art. 10

The tasks and competences of the General Assembly are as follows:

a. Approval of the minutes of the previous General Assembly
b. Approval of the annual report, profit and loss account, balance sheet and auditors’ report.
c. Discharge of the Board and auditing body.
d. Approval of the annual budget
e. Election of the Chairman, the other board members, and the auditing body.
f. Addressing and handling of proposals from the Board and members
g. Approval and amendment of the Association’s regulations
h. Overall supervision of the operating activities
i. Establishment of the principles for compensation of the Board members
j. Modifications to the by-laws
k. Dissolution of the Association

Art. 11

The decisions at the General Assembly are taken by a simple majority in an open vote. The vote takes place in secret if this is explicitly demanded by the majority of the members present. In the event of a tie, the Chairman has the casting vote.

All members present have the same voting right. In the case of natural persons representation by proxy is not permitted. Legal persons may exercise their voting right through an authorised representative.

In the event of a vote on his/her own discharge, a transaction or a legal dispute between him/her and the Association, the member concerned is excluded from the right to vote.

B. The Board

Art. 12

The Board consists of at least five members and is elected by the General Assembly for a term of three years. With the exception of the presidium, it constitutes itself. The Board is considered as a quorum and can deliberate validly provided at least three members are present. It is convened at the request of the Chairman or of a Board member.

In the event of a tied vote the Chairman has the casting vote.

If members of the Board leave during their term of office, the Board elects their replacement. Such additional elections are to be presented for confirmation at the next General Assembly.

The Board can nominate one or several managing directors, and form committees to whom it may delegate certain of its tasks or even the whole operations management. These organs are subject to the supervision of the Board.
Art. 13

The Board is composed of:

a. Chairman
b. Vice-Chairman
c. Secretary
d. At least two other Board members

The accumulation of functions is excluded.

Art. 14

In principle the Board has all powers that are not explicitly reserved for the General Assembly. These include, in particular:

a. Preparation and running of the ordinary and extraordinary General Assemblies
b. Formulation of by-laws, motions, and regulations
c. Admission and exclusion of members
d. Choice of management, establishment of their competences for the fulfilment of the Association’s purpose, and supervision of the management
e. Definition of the strategic orientation of the Association
f. Establishment of the principles for the financial, accounting and control systems
g. Management and supervision of the required means to achieve the objectives

Art. 15

The Board represents the Association externally. It determines the signing authorisations for the Association.

C. Auditing body

Art. 16

If the following two criteria are exceeded in two consecutive financial years, the Association must have its accounting properly checked by an auditing body elected by the General Assembly:

1. Balance sheet amount of 10 million francs;
2. Revenues of 20 million francs;
3. 10 full-time posts averaged over the year
If the above-mentioned criteria are not met, an auditing body must nevertheless be chosen which checks the accounting in a limited manner, should the General Assembly so demand.

If the above-mentioned criteria are not met and all members of the Association agree, the choice of an auditing body may be waived.

One or several independent natural or legal persons or partnerships can be chosen as the auditing body.

The auditing body is elected for a financial year. Its term ends with the approval of the last annual accounts. A re-election is possible. Dismissal is possible at any time and without notice.

Art. 17

In contrast to the calendar year, the financial year begins on 1 October and ends on 30 September of the following year. The Association’s annual accounts are established in each case as per 30 September.

IV. THE ASSOCIATION’S FUNDS

Art. 18

The Association’s funds are composed of membership fees, donations, operating surpluses and any gifts, event proceeds and bequests.

Art. 19

The Association’s funds are liable exclusively for the obligations of the Association. The personal liability of the members for the obligations of the Association is excluded.

V. AMENDMENTS TO THE BY-LAWS AND DISSOLUTION

Art. 20

A majority of three-quarters of the members present at the General Assembly is required for an amendment of the by-laws.
In the event of the dissolution of the Association, the Association’s funds are assigned to an organisation whose purpose corresponds to or is similar to that of Women’s Hope International as described in Art. 2 above.

The beneficiary organisation is determined by the General Assembly.

The present by-laws were approved at the ordinary General Assembly of 15.01.2015 and come into force immediately. They replace those of March 2009.

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Berne, on

The Chairman: The Secretary:

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Dr. Martin Leimgruber

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Matthias Lüscher