



Women's Hope
International



BY-LAWS

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I. NAME, HEADQUARTERS AND PURPOSE

Art. 1

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

Art. 2

- Women's Hope International is a Swiss Organisation in international cooperation which advocates for the improvement of sexual and reproductive health and the rights of women and girls in Africa and Asia.
- The association is active in identifying, treating, rehabilitating and reintegrating women and girls with obstetric injuries.
- The association supports 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 further enables their independence and self-determination, especially regarding their sexual and reproductive health.
- Women's Hope International sensitises the public in Switzerland with transfer of knowledge and information and promotes the understanding of sustainable development and solidarity with disadvantaged people.
- The engagement from the organisation is aimed at all people, no matter the age, origin, ethnics, gender, skin colour, language, religion, physical or mental disability, political orientation or sexual orientation. The main focus is directed towards socially disadvantaged women and girls.
- 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 support and promote them.
- Applications for a membership should be sent in writing to the board, which decides on their admission according to the established admission procedure.

Art. 4

- The annual membership fee is established yearly by the general assembly.

Art. 5

- A membership will be cancelled in the event of:
 - a. resignation
 - b. exclusion
 - c. death
- Resignation must be notified in writing by the end of the year of the association with a notice period of three months.
- The board can exclude any member who is guilty of dishonourable conduct or who harms the interests of the association. The decision on exclusion is generally taken after consultation with the member, is then communicated in writing and comes into force immediately. There is no right of appeal at 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.
- Members who resign or are excluded from the association need to pay 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 proper 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, by the board and taking the agenda into account.
- Proposals for the general assembly are to be sent in writing to the chairperson at least 30 days in advance.
- The general assembly is presented by the chairperson or a delegate of the board. Minutes are recorded for each general assembly.

Art. 9

- Upon decision of the board, on request by at least one 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 upon the 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 chairperson, 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. Modifications to the by-laws
 - j. Dissolution of the association



Art. 11

- The decisions at the general assembly are made 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 chairperson has the casting vote.
- All members present have the same voting right. Representation for natural persons 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. Except for the chairperson, it constitutes only itself. The board has a quorum and can deliberate validly, if at least three members are present. It is convened at the request of the chairperson or of a board member.
- In the event of a tied vote, the chairperson holds the casting vote.
- If members of the board leave during their term of office, the board remains complete. 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 which 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. Chairperson (co-presidium is possible)
 - b. Vice-chairperson
 - c. Secretary
 - d. At least two other board members
- The accumulation of functions is excluded. The members of the board work for free.

Art. 14

- In principle, the board has all powers that are not explicitly reserved for the general assembly. In particular, these include:
 - a. Preparation and running of the ordinary and extraordinary general assemblies
 - b. Formulation of by-laws, motions, and regulations
 - c. 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 allocation of resources

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 total of over 10 million francs.
 2. Sales revenues of over 20 million francs.
 3. 10 full-time jobs on an annual average.
- If the above-mentioned criteria are not fulfilled, an auditing body must nevertheless be chosen which checks the accounting in a limited manner, should the general assembly demand so.
- 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 one 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

- The calendar year starts at the 1st of January and ends up at the 31st of December. The annual financial statements are made on the 31st of December each year.

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

- For the obligations of the association are liable exclusively on the association's funds. The personal liability of the members for the obligations of the association is excluded.

V. AMENDMENTS TO THE BY-LAWS AND DISSOLUTION

Art. 20

- At least three-quarters of the members present at the general assembly are required for an amendment of the by-laws.

Art. 21

- A merger can only take place with another legal entity with its registered office in Switzerland that is exempt from taxation due to the grounds of charitable status or public purpose. In the event of dissolution, the profits and capital shall be transferred to another legal entity with its registers office in Switzerland that is exempt from tax due to its charitable status or public purpose.