

# Statutes

## women ++, Zürich

### §1 Name and Registered Office

- 1) Under the name of “women++” exists a non-profit making Association in the sense of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by the Swiss law. Its duration is unlimited.
- 2) The Association is domiciled in 8000, Zurich.

### §2 Purpose

- 1) The purpose of the Association, a non-profit organization, is:
  - a) organizing educational, tech-related and networking events with the goal of women empowerment;
  - b) increasing the number of women working in the tech sector via promotion of STEM-related fields among its target group of individuals, providing role models, and creating a safe and supportive environment fostering collaborations, entrepreneurship and innovation;
  - c) promoting talented women in tech, and collaborating with companies/universities/organizations/other

legal entities, which are invested in gender diversity.

- 2) To our target group belong all individuals, in particular women and minorities, who are interested in the in the high technology sector, regardless of their level of expertise.
- 3) Our events are open to the general public and are not exclusively for our members, people of all genders are welcome to attend.
- 4) The Association may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

### §3 Members

- 1) All members who want to have the voting rights must have gender diversity at heart and act in accordance with the purpose stated in the statute.
- 2) The following table specifies the types of memberships and associated rights/fees:

Membership type	Specification
Full	Full fee + voting rights

Associate	Partial fee + no voting rights
Honorary (external exceptional people)	No mandatory fee + no voting rights

- 3) All members need to be natural persons and can hold only one vote.

#### **§ 4 Membership Fees**

- 1) Each member will pay a membership fee. The membership fee must be paid in CHF per member and per year. The default rate for the membership fee will be decided by the Board on a yearly basis but should not exceed 250CHF.
- 2) The actual membership fee depends on the type of a membership. Full members pay the full default fee; associate members pay a fraction of the default fee. There is no mandatory fee for the honorary members. Honorary members shall specify upon accepting the membership how much they wish to contribute.
- 3) Membership fees will be due on demand for payment and shall be paid within 30 days.
- 4) In special circumstances (e.g. when the budget of the association is insufficient to cover its fixed costs), the Board has the right to raise funds

among its members. Any contribution to the fundraising is voluntary.

#### **§ 5 Beginning and end of membership**

- 1) The founding members are the initial full members of the Association.
- 2) Otherwise, any membership type commences upon appointment.
- 3) The membership is ceased on the date, on which a member resigns, or is expelled (see Article 15) from their functions. Resigning or expelled members have no rights against the assets of the Association.
- 4) All members may resign from the Association at any time by notifying the Board in writing or stopping the payment. Paid membership fees are non-refundable.

#### **§ 6 Resources**

The Association derives its resources from: (a) fees and contributions provided by the members (see article 4); (b) donations, grants, and other payments, e.g. compensation for our activities or for goods.

#### **§ 7 Liability**

The Association's financial obligations can be satisfied only from its assets. No member of the Association shall be personally liable for the obligations or debts of the Association.

## **§8 Corporate Bodies**

The corporate bodies of the Association are:

- a) the General Assembly;
- b) the Board;

## **§9 General Assembly, constitution**

The highest body of the association is the General Assembly. The General Assembly consists of the full members of the Association.

## **§10 General Assembly, powers**

The General Assembly shall have the following powers:

- 1) to suggest and vote on changes to the statute (see art.13);
- 2) to determine the membership fees on a yearly basis;
- 3) to propose changes to or accept the yearly program of activities and the budget;
- 4) to decide on other issues raised by the members or the board;
- 5) to handle the appeal against the expulsion of members;
- 6) to decide on the dissolution of the Association and determine the use of the remaining assets.

## **§11 General Assembly, meetings**

- 1) The annual gathering of the General Assembly is an in-person meeting but

can be attended by a conference call. Other meetings can be held online.

- 2) The meeting of the General Assembly will take place upon invitation by the Board of the Association, or by the request of at least 20% of the full members. The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least 14 days in advance.
- 3) No later than 14 days prior to the day of the ordinary General Assembly, the Board's annual report shall be made available to the full members for inspection.
- 4) The General Assembly will be chaired by a member of the Board.

## **§12 Voting rights**

Each full member has one vote at the General Assembly. Votes are not transferable to another full member or a third person.

## **§13 Resolutions**

- 1) Meetings of the General Assembly:
  - a) Unless provided otherwise by mandatory provisions of the law or by the statute, resolutions shall be passed by the simple majority of all votes. The Board will have the casting vote. A decision-protocol

has to be created about the decisions taken.

- b) Changes to the Articles of Association require the absolute majority of votes. More than 50% of the members with voting rights must be voting in its favour.
  - c) Members can also vote in advance in a way that is pre-defined by the organizer of the meeting.
- 2) Meetings of the Board:
- a) The matter is accepted when the simple majority of the cast votes are in its favour.

#### **§14 Board, constitution**

- 1) The Board constitutes itself.
- 2) The members of the Board act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.
- 3) The Board runs the current business and represents the association on the outside.

#### **§15 Board, powers**

The Board shall perform, inter alia, the following functions:

- a) developing an annual program and budget for the consideration of the General Assembly;

- b) handling day-to-day management decisions, including finances;
- c) establishing and amending the Association's organisational rules, and setting guidelines;
- d) distributing tasks to volunteers. In order to reach the association's goals, the board can hire people for a reasonable compensation;
- e) f) appointing full, associate, and honorary members;
- f) expelling full, associate, and honorary members.

#### **§16 Board, obligations**

- 1) The Board shall compile the following documents:
  - a) a yearly program of activities;
  - b) a budget for the year to come;
  - c) an annual report on its activities and those of the association.
- 2) The General Assembly has to be informed such that they can raise objections, if the Board members deem that any of the following cases occur:
  - a) the sum of financial investments or the cost for acquisitions largely exceed the money allocated to it in the annual budget, or exceed the association's funds;
  - b) in case of large changes to the annual program or the association's strategy;
  - c) if the matter in hand may incur damage on the association.

### **§17 Board, meetings**

- 1) The Board assembles as frequently as current business demands.
- 2) Each member of the Board can ask for a meeting, and should provide the reason for it.
- 3) Important matters are voted on during board meetings (in-person or online).

### **§18 Financial year**

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2017.

### **§19 Dissolution and liquidation**

- 1) The Association will be dissolved:
  - a) when it has fulfilled its purposes;
  - b) by the vote of the General Assembly according to Article 13;
  - c) in the circumstances provided for by the law.
  - d) In case of the dissolution of the Association, the Board must proceed to its liquidation. The Board shall distribute the assets of the association, after payment of all debts of the association, based on the decision of the General Assembly.

### **§20 Entry into force**

The founding members have adopted the present Articles of Association by way of

correspondence. The present Articles of Association have entered into force today.

*Zurich, 4th September 2017*