



ARTICLES OF ASSOCIATION

Art 1. NAME, REGISTERED OFFICE, DURATION

Under the name of "**Zambia-Swiss Cultural Association**" (ZSCA) is created an association within the terms of Articles 60 et seq. of the Swiss Civil Code (SCC). Its duration is unlimited. The Association has its registered office in the Canton Zürich

The association is inspired by fundamental Christian values and is politically neutral.

Article 2. AIMS

- 1) Creating a Platform for Cultural Exchange Information: To provides ample information on cultural exchanges that may affect those residing in Switzerland.
- 2) Assisting Zambians in Switzerland with Integration: We provide essential information to ensure a smooth transition and settlement process.
- 3) Making Zambia More Accessible: Information for Non-Zambian Visitors interested in visiting or learning more about Zambia. Make information about the country accessible and readily available to all who seek it.

The association has no commercial objectives and does not seek to make a profit.

Article 3. MEMBERS

- The association is made up of individual members and collective members, passive members, and active members.
- Any natural or legal person wishing to share the aims of the association may become a member.
- Admission is decided by the Committee.
- Membership is lost:
 - i. By resignation, or death, resp. Dissolution of the Assoziation...,
 - ii. By failure to pay membership fees after several reminders,
 - iii. By exclusion for just cause on the proposal of the Committee and ratified by the General Meeting.

Passive members do not have the right to vote. Collective members are entitled to 1 vote.

Article 4. RESOURCES, LIABILITIES

The association's financial resources come from:

- Membership fees
- Legacies
- Grants
- Income from association events and various activities - Donations of any kind.

The membership fee amounts to CHF 30 per year, board members CHF 60 per year.



The Association's assets alone are liable for its obligations. All personal liability of members is excluded.

Article 5. ORGANES (EXECUTIVE BODIES)

The executive bodies of the association are:

1. The General Meeting
2. The Committee
3. Secretariat

If a member withdraws before the end of his/her term of office, a replacement may be elected by the remainder of the Committee. The election of this new member will be ratified at the next AGM.

Article 6. GENERAL MEETING (GM)

The General Meeting is the supreme body of the association within the terms of Articles 64 et seq. of the Civil Code. CC. It is composed of all active and passive members and is held at least once a year.

Online meetings are permitted. It is notified by the Executive Committee at least 20 days before the date of the meeting, by means of a written invitation (e-mail is permitted) indicating the place, time and agenda. The President of the Association chairs the meeting. At least one record of decisions is kept.

The General Meeting delegates to the Executive Committee the power to administer and represent the association. In particular.

The General Meeting has the following duties and powers:

- Approval of the minutes.
- Approval of the Association's strategy.
- Election of the Chairman and other members of the Committee.
- Election of the Auditors.
- Setting of membership fees.
- Approval of the Executive Committee's annual report.
- Approval of the annual accounts.
- Release of the Executive Committee.
- Approval of the auditors' report.
- Approval of the new budget.
- Decisions on proposals from the Executive Committee and; - Amend and review the regulations.
- Amendments to the Articles of Association (cf. art. 10); - Dissolution of the Association (cf. art. 11).



- The exclusion of a member from the association.

Extraordinary General Meetings may be called by the Executive Committee whenever it deems necessary or at the request of one fifth of the members of the Association.

In addition to its members, the AGM may also appoint representatives of existing networks. They are invited to attend in an advisory capacity.

Each member may submit proposals to the Chairman in writing (e-mail is permitted) at least 14 days before the AGM. These proposals must be dealt with at the AGM.

Decisions are taken by a simple majority of the members present. In the case of a tie, the Chairman has the casting vote.

($\frac{3}{4}$ of the votes of the members present are required to amend the Articles of Association or to dissolve the association).

Types of meetings. Types of assemblies.

The meetings may be held:

- in person, in Switzerland or abroad,
- by videoconference or
- in a hybrid form (a combination of videoconferencing), provided that all the conditions required for an in-person meeting are met.

The Chairman is elected for a two-year term, renewable once.

Article 7. COMMITTEE

The Committee consists of a minimum of 3 members: a Chairman, a Secretary and a Finance Officer. It meets as often as necessary to deal properly with the Association's business. It represents the association externally. It takes decisions by a simple majority of the members present. It may take decisions if at least two members are present. If no member of the Executive Committee requests oral deliberation, decision-making by circular (including email) is valid. The Committee is responsible for:

- taking all necessary measures to achieve the aims of the association, its social and ethical objectives, and to ensure compliance with these Articles of Association
- convening General Meetings in written form;
- Taking decisions concerning the admission of members and their possible exclusion. These decisions must be ratified by the General Meeting.
- keeping the association's accounts, which are submitted to the auditors every financial year setting up a technical team responsible for implementing the decisions adopted.



- Adopting agreements with third parties.
- If an agreement has a major impact on the Association, the Committee may leave it to the AGM to decide.
- Responsible for drawing up the budget.
- Appointing signatories
-

Article 8. AUDITORS

The General Meeting elects two auditors from outside the Committee for a two-year term. The auditors audit the annual accounts and must report their findings to the AGM in writing. At least one auditor is required to attend the AGM.

Article 9. VOTING RIGHTS, VOTES, AND ELECTIONS

Each active member of the Association who is up to date with its subscriptions has one vote. The most common voting or election procedure is a show of hands. Two thirds of those present and entitled to vote may request a secret ballot (in written form).

In general, decisions are taken by a simple majority of the members present, except for decisions concerning amendments to the Articles of Association, which require a qualified majority of $\frac{3}{4}$ of the voters present, and decisions concerning the dissolution of the Association. Votes may also be cast electronically.

Article 10. LIQUIDATION

The dissolution of the Association may be decided by a General Meeting, by a qualified majority of $\frac{3}{4}$ of the members present and entitled to vote. If the qualified majority is not achieved, a second AGM may be called within one month. At this AGM, the dissolution of the association is decided by a simple majority. If the association is dissolved, the last AGM decides what to do with the association's assets. The Association's assets are transferred to a tax-exempt institution based in Switzerland that pursues objectives similar to those of the Association. The association's assets may not be distributed among its members.

Article 11. DATA PROTECTION DECLARATION

The Executive Committee adopts the rules and procedures necessary to ensure that the provisions of data protection legislation are complied with by the Association and its members. It shall ensure that data security is appropriate to the risks and that the Association's data protection declaration is disseminated in an appropriate manner.

Article 12. FINAL PROVISION

Swiss law applies. The French version of the Articles of Association is binding. These Articles of Association are adopted at the AGM of 11 December 2023 through zoom meeting and come into force on that date.