



Statutes of the Association CHANGING



Article 1: Name and domicile

Under the name 'CHANGING' a non-profit, party-politically and denominationally neutral association exists in the sense of Art. 60 ff. ZGB with its registered office in Kriens.

Article 2: Aim and purpose

CHANGING contributes to the restoration of resilient forest ecosystems, the propagation of threatened plant and animal species, poverty alleviation and conservation awareness in Ankazobe District, mainly in the village community of Fihaonana. As the sole executing organisation, we are implementing two projects, Kafeala and Fianarana.

The project Kafeala involves the planting of over 120 indigenous tree and shrub species on land legally and cadastrally owned by our organisation. From the seventh year, the protection of the resulting forest ecosystems is financially self-sustaining through their own not-for-profit production of coffee and forest honey.

The project Fianarana enables socially disadvantaged, motivated teenagers and young adults to study at university and accompanies them on their way to a self-determined future.

Article 3: Financial resources

In order to fulfil its purpose, the association has the following funds at its disposal:

- Donations and contributions of all kinds
- Revenues from own products and events

The financial year shall correspond to the calendar year.

Article 4: Membership

Natural and legal persons who support the purpose of the association may become members of the association. Applications for admission shall be addressed to the Board of Directors; the Board of Directors shall decide on admission.

Article 5: Cancellation of membership

Membership shall expire by resignation, exclusion or death. In the case of legal entities, membership shall be terminated by resignation, exclusion or dissolution of the legal entity. Any exclusion shall be decided by the Board of Directors.

Article 6: Withdrawal and exclusion

Resignation from the association is possible at any time. The letter of resignation must be sent in writing to the Board of Directors at least 4 weeks before the ordinary General Assembly. A member may be expelled by the Board of Directors at any time without giving reasons.

Article 7: Bodies

The business of the association shall be conducted by the following bodies:

- General Assembly
- Board of Directors
- Auditors

Article 8: General Assembly

- (1) The supreme body of the association shall be the General Assembly. An ordinary general meeting shall be held annually in the first half of the year.
- (2) Members shall be invited to the General Assembly at least two weeks in advance in writing, stating the agenda items. Invitations by e-mail are valid.
- (3) Motions for the attention of the General Assembly shall be submitted in writing to the Board of Directors within one week.
- (4) The Board of Directors or 1/5 of the members may at any time request the convening of an extraordinary General Assembly of members, stating the purpose. The convocation must also be made in writing (by post or by e-mail). The meeting must take place no later than 4 weeks after receipt of the request.
- (5) The General Assembly is the supreme body of the association. It has the following inevitable tasks and competences:
 - a) Approval of the protocol of the last general meeting
 - b) Approval of the annual report of the Board of Directors
 - c) Acceptance of the auditors' report and approval of the annual accounts
 - d) Relief of the Board of Directors
 - e) Election of the president and the other members of the Board of Directors and the auditors
 - f) Determination of the membership fees
 - g) Acknowledgement of the annual budget
 - h) To take note of the programme of activities
 - i) To pass resolutions on motions proposed by the Board of Directors and the members
 - j) To amend the statutes
 - k) Decisions on the exclusion of members
 - l) Decisions on the dissolution of the association and the use of the liquidation proceeds
- (6) Any General Assembly duly convened shall constitute a quorum irrespective of the number of members present.
- (7) The members shall pass resolutions by simple majority. In the event of a tie, the chairperson shall have the casting vote.
- (8) Amendments to the statutes and the dissolution of the association require the approval of a 2/3 majority of the members present.
- (9) At least a record of the resolutions adopted shall be drawn up.

Article 9: Board of Directors

- (1) The Board of Directors shall consist of at least 3 persons. The Board of Directors shall conduct the day-to-day business and represent the association externally.
- (2) The term of office shall be 3 years. Re-election is possible.
- (3) The Board of Directors may issue regulations and appoint working groups (specialist groups).
- (4) The Board of Directors may employ or commission persons for the attainment of the objectives of the association in return for reasonable compensation.
- (5) The Board of Directors shall have all competences that are not assigned to another body by law or according to these articles of the statutes.
- (6) With the exception of the presidium, the Board of Directors shall constitute itself.
- (7) The Board of Directors shall meet as often as business requires. Any member of the Board of Directors may request a meeting, stating the reasons.
- (8) Unless a member of the Board of Directors requests oral deliberation, the adoption of resolutions by circular letter (including e-mail) shall be valid.
- (9) The Board of Directors shall in principle act in an honorary capacity and shall be entitled to reimbursement of actual expenses.

Article 10: Auditors

- (1) The General Assembly shall elect an auditor or a legal entity to control the accounts and to carry out a spot check at least once a year.
- (2) The auditors shall report and propose to the Board of Directors for the attention of the General Assembly.
- (3) The term of office shall be 1 year. Re-election is possible.

Article 11: Authority to sign

The Board of Directors shall regulate the authority to sign in twos.

Article 12: Liability

The association's assets shall be exclusively liable for all liabilities of the association. A personal liability of the members is excluded.

Article 13: Dissolution

The dissolution of the association may be decided by resolution of an ordinary or extraordinary General Meeting and may be effected by a majority vote of 2/3 of the members present. In the event of dissolution of the association, the assets of the association shall be transferred to a tax-exempt organisation in Switzerland which pursues the same or a similar purpose. The distribution of the association's assets among the members is excluded.

Entry into force

The present statutes were adopted by the General Assembly of members in Kriens on the 31st of January 2025, replace the statutes of the 15th of August 2024 and enter into force immediately.

Kriens, the 31st of January 2025

		
Fabio Müller Association president	Masoud Saedavi Board member	Nomena RAMAROZATOVO Board member