

STATUTES OF THE ASSOCIATION

I. Name, Location and Objectives

1. Name and Location

«Vétérinaires Sans Frontières Suisse» (VSF-Suisse) was founded in 1988 and is a humanitarian, charitable, politically-neutral and religiously non-partisan organisation with headquarters in Bern and incorporated in accordance with Article 60 and the following Articles of the Swiss Civil Code.

2. Aim of the Association

1. The aim of the organisation is the sustainable support to the most disadvantaged populations in the poorest countries of the world through the delivery of veterinary services. Through the fight against zoonosis and the improvement of animal products, VSF-Suisse contributes to food security and improved health of people and animals. VSF-Suisse contributes to educational and research projects, facilitates a better understanding of technical and medical issues regarding breeding and animal health as well as preventative medicine.
2. VSF-Suisse bases its development-oriented perspective on the Swiss federal laws on international development cooperation and humanitarian assistance (SR 974.0, 19.3.1976).
3. VSF-Suisse promotes a better understanding in Switzerland of the economic relationships between industrialised, newly industrialised and developing countries and the social and ecological consequences of these relationships.

3. Finances

1. Funds are derived from members' contributions, private and public funds as well as income from activities and events organised by VSF-Suisse.
2. Personal liability of members for VSF-Suisse is excluded. The organisation is exclusively liable through its assets.

II. Members

4. Members

1. All natural and legal persons can become members of VSF-Suisse.
2. Acceptance of a new member is based on a written application handed in to the secretariat of the organisation.
3. All members hold voting and electing rights.

5. Loss of Membership

1. Loss of membership occurs through giving notice, non-payment of membership fees despite two written warnings or through exclusion.
2. Notice can be given by a declaration in writing to the Board of Directors and becomes effective at the end of the organisation's year.

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6. Exclusion of Members

1. The Board decides on the exclusion of members. The Board informs the member in question in writing about the reasons that have led to his/her exclusion.
2. An appeal against the exclusion decision can be made to the Board within 30 days of receipt of the communication. The final decision lies with the General Assembly.

III. Organisation

7. Organs

VSF-Suisse organs are:

- a) The General Assembly / written ballot
- b) The Board
- c) The Regional Groups
- d) The Auditing Agency

8. General Assembly

1. The ordinary General Assembly takes place once a year, as a general rule in springtime. One member of the Board chairs the General Assembly.
2. An extraordinary General Assembly can be called by the Board or following the application by at least a fifth of all members, giving reasons, or through the initiative of the Auditing Agency.
3. The General Assembly is convened by written invitation made to all members at least 30 days in advance and stating the agenda.
4. The General Assembly is responsible for:
 - a) Development, change of and addition to the statutes
 - b) Election of the Board, the President and the External Auditors
 - c) Approval of the minutes of the General Assembly
 - d) Approval of the annual report and the annual accounts
 - e) Determination of membership fees up to a maximum of CHF 200.-
 - f) Decision-making on any applications, which have to be submitted in writing to the Board a minimum of 20 days before the General Assembly takes place
 - g) Dissolution of the organisation

Furthermore, the General Assembly acts as receiver of complaints against decisions made by the Board of Directors.

5. The General Assembly decides by a simple majority, apart from in the following two instances: dissolution of the association and change of the statutes. In the case of a tie, the vote of the President or his/her representative will decide on the outcome. A change of the statutes requires a two-third majority of all present members.

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9. Balloting

1. The Board is entitled to conduct a ballot in writing among the members instead of calling for an extraordinary General Assembly. For members to hand in their vote a deadline of 10 days is applicable.
2. The Auditing Agency is in charge of recording the results. The same rules as in Article 8, paragraph 5, apply in this regard.

10. Board

1. The Board comprises 5 to 7 members. Family relations among the members of the Board are not permitted. The Board constitutes itself. It determines the Vice-President, the Actuary, and the Treasurer.
2. All deliberations and resolutions of the Board are to be documented in the form of minutes. The minutes are to be signed by the President and the Actuary.
3. The tenure of office is one year. Re-election is possible. Resignation from the Board has to be declared in writing at least 3 months before the General Assembly takes place.
4. The Board is quorate when at least half of all members are present. Resolutions of the Board require a simple majority. In case of a tie, the president or his/her representative (the Vice-President) has the deciding vote.
5. All members of the Board work in an honorary capacity, but costs arising in relation to their work can be reimbursed.
6. The Board meets on invitation by the President, following an application by a majority of the members or at the request of the Auditing Agency.
7. The Board can delegate activities and responsibilities.

11. Responsibilities of the Board

1. The Board is the body that provides strategic guidance to VSF-Suisse. The Board delegates the executive management of the affairs of the organisation to the Executive Director. The duties and the responsibilities of the Board as well as those of the Executive Director are defined in the Management Regulations as a supplement to the statutes. The members of the Board have to treat all confidential affairs and perceptions with absolute confidentiality.
The Board has the following non-delegable responsibilities:
 - a) Overall management of the organisation and issuance of the necessary instructions, especially on:
 1. Missions Statement
 2. Strategic Goals
 3. Functions Diagram of the bodies of VSF-Suisse
 - b) Approval of annual accounts for presentation to the General Assembly
 - c) Budget approval
 - d) Nomination and recall of the Executive Director and regulation of his/her responsibilities
 - e) Supervision of the persons entrusted with the executive management of the organisation, namely with regard to adherence to legal obligations, the Statutes, regulations and directives
 - f) Approval of the annual report as well as the preparation of the General Assembly and execution of the resolutions of the General Assembly
 - g) Informing of a judge in case of insolvency
 - h) Exclusion of members

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12. Delegated Responsibilities

1. The Board delegates the management of operative tasks to the Executive Director and supervises him/her. In particular, he/she bears the following responsibilities:
 - a) Organizational structure of the head office
 - b) Representation of VSF-Suisse in relation to third parties and conduct of all matters, which are not delegated to another organ by law, statutes or regulations
 - c) Preparation of the annual report, the meetings of the Board and execution of the resolutions of the Board.

13. Regional Groups

1. Setting-up of regional groups:
 - a) Aiming to be well anchored at the regional and local level, members of VSF-Suisse have the right to congregate in order to form regional groups in regions of Switzerland and Liechtenstein.
 - b) Regional groups are self-renewing with the support of the Board.
 - c) The Regional Groups of VSF-Suisse do not have their own juridical personality. They are governed by the statutes of VSF-Suisse.

2. Aim of the regional groups:

The Regional Groups support VSF-Suisse in the domains of public relations, activities and events. At the regional and local level, they help collecting the funds that VSF-Suisse needs to achieve its goals. They also actively recruit new members for VSF-Suisse.

14. Auditing Agency

An independent and recognised trust company acts as the Auditing Agency. This agency conducts a limited audit, provided that the law does not prescribe an ordinary audit, and is entitled to submit resolutions to the General Assembly. Under no circumstances are commercially vested interests or family relationships allowed to prevail among the members of the Board and the members of the trust company. The tenure of office is one year. Re-election is possible.

15. Signatories

The legally binding collective signatures – two are a requirement – are determined by the Board.

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IV. Final Clauses

16. Dissolution of the Association

1. For this purpose, an extraordinary General Assembly has to be called.
2. A resolution on the dissolution of VSF-Suisse can be taken anytime with a two-third majority if at least half of the members are present. If there is no quorum in a first extraordinary General Assembly, a second assembly will decide with a three-quarter majority of all members present.
3. The Board or the liquidators designated by the General Assembly will execute the dissolution of VSF-Suisse. Upon dissolution, all assets will be transferred to a similar legal body, with non-profit status or obliged to serve public interest and therefore exempted from tax payments, sharing as much as possible similar goals and with headquarters in Switzerland. A transfer of assets to members is not possible.
4. The General Assembly decides over the use of VSF-Suisse archives.

17. Interpretation

In case of questions of interpretation, the German text will prevail.

18. Coming into Force

These statutes have been adopted by the ordinary General Assembly of 20th June 2015 in Kerzers and replace those of 31st May 2014.

Kerzers, 20th June 2015

Prof. Dr. med. vet. Ulrich Kihm
President

PD, Dr. med. vet. Andreas Waldvogel
Actuary