

Bylaws

1. Name and registered office

Under the name Association pour le Développement de l'Energie Solaire Suisse-Madagascar (abbreviation **ADES**), there is a non-profit association according to Art. 60 ff ZGB (Swiss Civil Code) with its registered office in Mettmenstetten (Switzerland).

2. Purpose

ADES is a non-governmental organization (NGO) with the aim of conserving the environment and habitats in Madagascar, reducing deforestation, and fighting poverty.

To this end, ADES promotes energy-saving cooking methods and solar energy, raises awareness among the population and carries out reforestation.

ADES may establish subsidiaries in Switzerland and Madagascar and acquire interests in companies. ADES may also acquire real property and real estate.

ADES is committed to upholding the principles of the UN Global Compact and expects its partners to respect these principles as well.

The association does not pursue commercial purposes and does not seek to make a profit.

3. Membership

3.1. Members

Natural and legal persons who identify with the purpose of the Association as stated in Art. 2 may become Members of the Association.

The following memberships apply:

- Ordinary Members
- Honorary Members
- Members exempt from membership fees

3.2. Admission and exclusion, loss of membership

The application for admission to the Association shall be submitted in writing to the Board of Directors. The Board of Directors shall make the admission.

The Board of Directors may expel a member for important reasons. This decision may be appealed to the next General Assembly within 30 days.

Membership expires by resignation, exclusion, or death.

Resignation shall be effected by written declaration to the Board of Directors at the end of a fiscal year. The membership fee remains due for the current year.

In the event of non-payment of the membership fee, membership shall lapse after a second written reminder by decision of the Board of Directors.

3.3. Ordinary Members

Natural persons and legal entities may obtain ordinary membership. Partners of members may attend the General Assembly as guests, albeit without voting or election rights.

Members shall pay the current annual membership fee as determined by the General Assembly.

Membership commences upon receipt of the membership fee and is valid for the current fiscal year of the Association.

3.4. Honorary Members

Persons who have distinguished themselves with extraordinary merit for the Association, as well as members of the Board of Directors with a term of office of at least 10 years may be awarded Honorary Membership. The General Assembly shall decide on the proposal of the Board of Directors. Honorary Members are exempt from the obligation to pay membership fees with full voting rights.

3.5. Members exempt from membership fees

Active and retired members of the Board of Directors shall automatically become non-contributory members. Legal entities with which mutual non-contributory membership has been agreed may be appointed as non-contributory members by the Board of Directors. Exempt members shall be exempt from the obligation to pay membership fees with full voting rights.

4. Organs

The organs of the Association are:

- 4.1 the General Assembly
- 4.2 the Board of Directors
- 4.3 the Management
- 4.4 the Auditors

4.1. General Assembly

The General Assembly shall have the following non-transferable powers:

- Approval of the activity report
- Acceptance of the annual financial report after taking note of the report of the auditors
- Discharge of the Board of Directors
- Election and dismissal of the members of the Board of Directors, the Chair and the Auditors
- Appointment of Honorary Members
- Determination of the membership fees
- Amendment of the Bylaws of Association
- Dissolution of the Association

The General Assembly shall be convened by the Board of Directors at least 14 days in advance, stating the agenda. As a rule, it shall be held in persona, but in exceptional cases it may also be held in another suitable form if accessibility can be guaranteed in good time.

Motions of the members shall be submitted in writing to the Board of Directors at least 50 days before the General Assembly.

The ordinary General Assembly shall be held once a year in the first half of the fiscal year in Switzerland. An Extraordinary General Assembly shall be held at the request of one fifth of the members, the Auditors or upon resolution of the Board.

The General Assembly shall decide and elect by a simple majority of the votes cast. In the event of a tie, the Chairperson shall have the deciding vote. There shall be no minimum quorum of members present unless otherwise provided for in these Statutes.

Resolutions of the General Assembly shall enter into force without objection within 60 days of publication. Publication may also take place online.

4.2. Board of Directors

The Board of Directors shall consist of a minimum of five and a maximum of twelve members.

The person chairing the association and his/her deputy must be resident in Switzerland.

The term of office is four years, re-election is possible, there is no term limit.

The Chairperson of the Board shall be elected by the General Assembly, otherwise the Board shall constitute itself.

The Board of Directors has a quorum when half of the members are present. In the event of a tie, the Chair shall have the casting vote.

Resolutions may be passed by correspondence unless a member requests an oral discussion.

Board meetings are convened as required by the Chairperson, the Executive Management and/or the National Director. The Board of Directors is responsible for all tasks and competences that are not assigned to another body by law or by the Bylaws of Association. It is responsible in particular for

- the definition of the strategy
- the release of the budget
- the election and supervision of the Executive Management
- the election of the National Director in Madagascar

The members of the Board of Directors, the Executive Management and, if necessary, the National Director or a designated deputy with power of attorney shall represent the Association vis-à-vis the public, authorities, and partner organizations.

The Chairperson or the Vice-Chair and one other member of the Board or the Executive Management shall sign for the Association with collective signature.

4.3. Executive Management

The Executive Management is responsible for the following tasks at the Swiss headquarters:

- the management and coordination of the general activities of the Association
- the management of the office
- the leadership of the Direction Nationale in Madagascar
- reporting to the Board and the members in appropriate form

4.4. Auditors

The Auditors shall be elected for a term of office of one year. Re-election is possible. The Auditors may be natural persons or legal entities. Employees of the Association or members of the Board are not eligible for election as auditors.

The Auditors shall audit the annual accounts of the Association in accordance with the statutory provisions and shall submit a report and proposal to the General Assembly. The auditors shall be authorized to audit the accounts at any time.

5. Finance

The Association may acquire, dispose of, own and manage financial resources from the following sources:

- annual subscriptions of ordinary members;
- donations and bequests including movable assets and real estate;
- contributions from the public sector;
- material and financial help from other organizations;
- income from business activities. This includes, in particular, the sales proceeds from ADES in Madagascar as well as income from carbon offset programs;
- other funds, such as income from assets and income from services and consultancy.

The assets of the Association as shown in the balance sheet shall be managed under the responsibility of the Board and shall remain the property of the Association.

The members of the Board of Directors work on a volunteer basis and are entitled to compensation for their actual expenses. For special services of individual Board members, an appropriate compensation may be paid, which will be communicated at the General Assembly.

6. Liability

The Association's assets shall be exclusively liable for the Association's liabilities. Any obligation to make additional contributions and any personal liability of the members for the Association's liabilities shall be excluded.

7. Dissolution of the Association

The dissolution of the Association or an act leading to a similar result may only be decided at a General Assembly at which at least half of the voting members are present. The decision to dissolve requires a qualified majority of 2/3 of the voting members present.

If the Association is dissolved in order to continue the statutory purpose in another legal form, the assets shall be transferred to the new legal entity. The same procedure shall be followed if a merger with another association with a similar purpose is decided.

If the activities of the Association are discontinued, the assets shall go to one or more organizations active in Madagascar to be determined by the dissolution meeting.

8. Fiscal year

In view of the seasonal nature of its activities in Madagascar, ADES' fiscal year runs from 1 August to 31 July of the following calendar year.

9. Place of jurisdiction

The place of jurisdiction of the Association shall be Affoltern am Albis (Switzerland).

10. Validity

These Bylaws were approved at the General Assembly of 06 May 2023. They replace those of 29 April 2017.

Mettmenstetten, 15 May 2023

Signature of the Chairperson

Signature of the Vice Chair

Herbert Blaser

Paul Rota