

## BY-LAWS OF THE ASSOCIATION SOS MEDITERRANEE SUISSE

### Introduction

SOS MEDITERRANEE is a humanitarian initiative of European citizens, independent of political parties and denominations, based on the respect for Human beings and their dignity, regardless of their nationality, origin or religious, political or ethical affiliation. To this end, associations of general interest under the name "SOS MEDITERRANEE" are created in different countries, linked in a European network.

### Name and registered office

#### Article 1

SOS MEDITERRANEE Switzerland is a non-profit association governed by these by-laws and, subsidiarily, by Articles 60 et seq. of the Swiss Civil Code. It is politically neutral and denominationally independent.

#### Article 2

The Association's registered office is located in the Canton of Geneva. Its duration is indefinite.

### Aims

#### Article 3

SOS MEDITERRANEE pursues the following aims:

- Provide by waterway and sea any assistance, particularly medical and food, to populations in distress following any disaster or conflict;
- Rescuing people in distress at sea through its search and rescue activities at sea;
- Protect rescued people until they are disembarked in a safe place;
- Testify about the situation in the navigable and maritime areas of intervention, highlighting the realities of migration and its different faces;
- To advocate for the protection and recognition of the humanitarian space on the high seas.

## Resources

### Article 4

The Association's resources shall come as needed from:

- Donations and legacies.
- Sponsorship.
- Public and private grants.
- Membership fees.
- Any other resources authorised by law.
- The funds are used in accordance with the corporate purpose.

## Members

### Article 5

The association is made up of members.

Members are private persons who have:

- Signed the Charter and By-Laws of the Association.
- Be approved by the Board on the basis of a written application for membership.
- Have demonstrated their commitment to the aims and values of the association through their actions and commitments.

Members have voting rights at the General Assembly.

All members pay an annual subscription set by the General Assembly.

Applications for membership are submitted by the team to the Board on a quarterly basis.

The Board Boards new members and informs the General assembly.

Membership is lost:

- By death.
- By written resignation addressed to the Board at least six months before the end of the financial year.
- By exclusion pronounced by the Board, for "just cause", with a right of appeal to the General Meeting. The deadline for appeals is thirty days from notification of the Board.
- Failure to pay membership fees for more than one year.

In all cases, the membership fee for the year remains payable. Membership is not eligible to a tax credit.

The association's assets alone respond to the commitments made in its name. Any personal liability of its members is excluded.

## Governing Boards

### Article 6

The governing structures of the Association are:

The General Assembly.

The Board.  
The Financial Supervisory Services.

## General Assembly

### Article 7

The General Assembly is the supreme authority of the Association. It is made up of all members.

It meets once a year in ordinary session. It may also meet in extraordinary session whenever necessary at the request of the Board or of one-fifth of the members.

The General Assembly is validly constituted regardless of the number of members present.

The Board shall notify members in writing of the date of the General Assembly at least 6 weeks in advance. The invitation, including the agenda, is sent by the Board at least 10 days in advance.

Any proposal for an addition to the agenda or any point may be raised by a member and must be sent in writing to the Board at least two weeks before the date of the meeting.

### Article 8

The General Assembly:

- Elects the members of the Board and appoints at least a President, a Secretary and a Treasurer.
- Reviews the reports and accounts for the year and votes to approve them.
- Approves the annual budget.
- Controls the activities of the other bodies, which it may dismiss for good cause.
- Appoints one or more auditors.
- Sets the amount of annual subscriptions.
- Decides on any amendments to the Articles of Association.
- Decides on the dissolution of the association.

### Article 9

The General Assembly shall be chaired by the President.

### Article 10

Decisions of the General Assembly are taken by a simple majority of the votes of the members present. In the event of a tie, the President's vote shall count double. Decisions to amend the by-laws and to dissolve the Association may only be taken by a 2/3 majority of the members present.



## Article 11

Voting shall be by raising hands. At the request of at least one-fifth of the members present, shall vote by secret ballot.

## Article 12

The agenda for the Annual General Assembly, also known as the Ordinary General Assembly, must include:

- Approval of the minutes of the last General Assembly.
- The Board's report on the Association's activities over the past year.
- The treasurer's and auditor's reports.
- Setting membership fees.
- Adoption of the budget.
- Approval of reports and accounts.
- Election of Board members and auditors.
- Individual proposals.

## Board

## Article 13

The Board is authorised to carry out all acts relating to the purpose of the Association. It has the broadest powers to manage day-to-day business.

## Article 14

The Board consists of a minimum of 5 and a maximum of 7 members, elected by the General Assembly. The term of office is 2 years, renewable 3 times. It meets as often as the Association's business requires.

## Article 15

Board members act on a voluntary basis and are only entitled to compensation for their effective expenses and travel expenses. For activities that go beyond the normal scope of their duties, each member of the Board receives appropriate compensation. Paid employees of the Association may only sit on the Committee in a consultative capacity.

## Article 16

The Board shall be responsible for:

Taking the necessary measures to achieve the objectives set.

- Convening General Assemblies, whether Ordinary or Extraordinary.

- Taking decisions relating to the admission, resignation and, if necessary, exclusion of members.
- Duties include ensuring that the by-laws are applied, drafting internal regulations and handling the Association's assets.
- Recuse themselves if they are personally involved in a situation that could be prejudicial to the Association, or if a person with whom they have a personal link is involved.

#### Article 17

The Association is validly bound by the joint signature of the President of the Association and / or a member of the Executive Direction of the Association and / or another member of the Board.

#### Article 18

The financial year begins on 1<sup>st</sup> of January and ends on 31<sup>st</sup> of December of each year. The accounts shall be managed by the Treasurer of the Association and audited each year by the auditor appointed by the General Assembly.

#### Article 19

In the event of the dissolution of the Association, the available assets will be entirely allocated to an institution pursuing an aim of public interest similar to that of the Association and benefiting from tax exemption. Under no circumstances may the assets be returned to the individual founders or members, nor may they be used for their benefit in whole or in part in any manner whatsoever.

These Association By-Laws were adopted on the General Assembly of the 28th of August 2017 and amended on the General Assembly of the 4th of June 2024.

President : Richard Watts

Deputy President / Secretary: Alexandra Calmy

Treasurer : Olivier Hagon