

Statutes of CometX

§1 Name, Seat and Purpose

- 1 An association within the meaning of Articles 60 et seq. of the Swiss Civil Code is hereby created under the name “CometX – Come and Meet Expats” (the “**Association**”).
- 2 The association is created for an indefinite period of time.
- 3 The seat of the association is in Zurich.
- 4 The Association is created to support the exchange of ideas among the Czech, Slovak and other expatriate scientific communities in Switzerland. The main purpose of the Association is the organization of networking events, education, and the exchange of information and experiences in the academic and business environment as well as the enlargement of the social and professional network of its members. It operates independently and selflessly and does not seek profit. Should nonetheless profits be made, then they shall be utilized for investments serving the aforementioned purpose. Members do not receive any benefits from the Association's funds. No person may benefit from expenditures that are alien to the purposes of the Association or from disproportionately high remuneration.
- 5 In particular, the Association may undertake the following:
 - a) organization of conferences, lectures, and cultural events with the aim to stimulate and support student and scientific exchange among the expatriate communities in Switzerland,
 - b) the promotion of scientific work of not only the Czech, Slovak, and other expatriate communities in Switzerland,
 - c) the promotion of international understanding between the Swiss and expatriate communities by maintaining and fostering personal and professional relations and the exchange of ideas between scientists, companies, government agencies and institutions, stakeholders, as well as interested persons.

§2 Resources

- 1 Resources of the Association may come from donations, legacies, sponsorship, partnerships, public subsidies, participation fees in the events organized by the Association, as well as any other resources authorized by law.
- 2 All resources of the Association shall be used exclusively for its not-for-profit purposes in accordance with the statutes.

§3 Membership

- 1 Members of the Association shall consist of individuals or institutions who have an interest in the purpose and the activities of the Association and wish to actively support them.
- 2 Applications for membership shall be written and submitted to the President by e-mail.
- 3 The President shall review applications, before submitting them to the Board for approval.
- 4 Membership ceases:
 - a. Upon the resignation of the member addressed to the Board;
 - b. Upon the death of the Member if such Member is an individual and not a representative of an institution;
 - c. Upon liquidation of the member if such Member is an institution; or
 - d. By exclusion decided by the Board without cause.
- 5 The Board decides on the exclusion of a Member with an absolute majority of its members.
- 6 The decision of the Board is final.

- 7 A resigning or expelled Member has no right to the Association's assets.

§4 Bodies

- 1 The bodies of the Association are:
 - a. The General Assembly;
 - b. The Board of Directors (the "**Board**"); and
 - c. The External Auditors, insofar as required by the Swiss Civil Code.

§5 General Assembly

- 1 The General Assembly is composed of all the Members.
- 2 The General Assembly has the following powers:
 - a. Amendment of the present Statutes;
 - b. Approval of annual reports;
 - c. Nomination, surveillance, discharge, and revocation of the Board members;
 - d. Nomination, revocation, and surveillance of the External Auditors;
 - e. Appointment of the President and Vice-President of the Board;
 - f. Issuance of any regulations; and
 - g. Decision on the dissolution or merger of the Association.

§6 Meetings of the General Assembly

- 1 An ordinary meeting of the General Assembly shall be held once a year, in person.
- 2 Extraordinary meetings of the General Assembly may be called by the Board; the Board must do so at the request of at least 20 percent of all Members.
- 3 The Board shall convene the meetings of the General Assembly with at least ten-day notice. The agenda of the meetings must be sent with the invitations. The invitations may be sent by post or by e-mail.

§7 Rules of Procedure of the General Assembly

- 1 The General Assembly is validly instituted regardless of the number of members present.
- 2 The President, and in his/her absence the Vice-President, shall chair the meetings of the General Assembly.
- 3 Each member has one vote and all votes are equal right at the General Assembly. The President shall also vote. In the case of a tie, further discussion will take place immediately, followed by a revote.
- 4 Members may vote by person or by proxy.
- 5 All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statutes do not provide for a different majority.
- 6 The change of Statutes requires a two-third majority vote of all members.
- 7 Proposals to which all members have adhered in writing are equivalent to decisions taken by the General Assembly.
- 8 A member may not vote for decisions relating to a matter or a legal proceeding regarding the Association where they, their spouse, partner, parents or relatives in direct line are a party to the matter.
- 9 The meetings of the General Assembly and its decisions are recorded in the minutes.

§8 The Board

- 1 The Board shall be composed of at least three members.

- 2 The Board members are appointed for a three-year term. They can be re-elected without limitation. The General Assembly appoints the President and the Vice-President.
- 3 At least one member of the Board with signatory powers must be a Swiss citizen or a citizen of a Member State of the EU or EFTA and have his/her domicile in Switzerland.
- 4 Board members may be removed by the General Assembly for just cause, in particular, if the Board member has violated his/her obligations towards the Association or if the Board member is not in a position to exercise his/her functions correctly.
- 5 Board members may resign at any time by submitting a written declaration to the President, specifying when the resignation shall take effect.
- 6 In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member by co-optation, until the next meeting of the General Assembly.

§9 Powers of the Board

- 1 The Board is the executive body of the Association. It has the right and the duty to manage all matters of the Association that are not the responsibility of other bodies and to represent the Association in accordance with the Statutes. In particular, the Board shall take all necessary measures to achieve the purposes of the Association, ensure the correct application of the present Statutes and any other internal regulations, administer the property, assets and resources of the Association, manage the accounts, and convene and organize the General Assembly.
- 2 The Board is entitled to delegate certain of its tasks to one or more of the Board members, as well as to other Members, third parties, volunteers, or to hired employees.
- 3 The Association is validly represented and bound by the joint signature of any two members of the Board and/or any other officer or a representative designated for this purpose by the Board by a power of attorney.

§10 Rules of Procedure of the Board of the Directors

- 1 The Board shall meet as often as required, but at least once a year.
- 2 The meetings are called by the president. They shall convene a meeting at the request of at least two members of the Board. The agenda of the meetings must be sent with the invitations.
- 3 The President shall convene Board meetings at least ten days in advance. The President may convene the Board within three days' advance notice, where justified by urgent circumstances.
- 4 Board members may validly participate in a meeting of the Board by video or telephone conference or any other form of communications equipment.
- 5 The presence of the majority of Board members is required in order to accept resolutions.
- 6 Each Board member shall have one vote and all votes are equal. Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of the Association do not provide for a different majority. In the case of a tie, further discussion will take place immediately, followed by a revote.
- 7 Decisions may also validly be taken by written resolution, including by email.
- 8 Board meetings and decisions are recorded in the minutes.

§11 External Auditors

- 1 To the extent required by Swiss law, the General Assembly shall appoint the independent External Auditor in charge of verifying the annual accounts of the Association and to submit

a detailed report to the General Assembly and to ensure that the statutory rules of the Association (Statutes and internal regulations) are respected.

- 2 The Association, which is not subject to the obligation to appoint an External Auditor, may nevertheless decide to appoint one (or more) External Auditor(s), who would prepare a report to the General Assembly's attention.

§12 Bookkeeping

- 1 The Board must prepare for each financial year accounts as required by the applicable laws.
- 2 The fiscal year begins on January 1st and ends on December 31st of each year.

§13 Liability

- 1 The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its members.

§14 Liquidation

- 1 The Association may only be dissolved by a two-thirds majority vote of all Members.
- 2 In such a case, the Board shall proceed with the liquidation of the Association.
- 3 The assets of the Association shall first serve to pay its creditors.
- 4 The remaining assets will be entirely assigned to a non-profit entity, which pursues similar public interest purposes and which is tax exempted.
- 5 In no event may the assets of the Association be returned to its founding members or members, nor should they use some or all of the assets for their own benefit in any way.

Adopted and put into effect by the founding assembly on _____

Chairman

Secretary