



Statutes

I — NAME AND HEADQUARTERS

Article 1

“Progress & Change Action Lab” (hereinafter, “Association”) is a non-profit association governed by Articles 60 onwards of the Swiss Civil Code and the present statutes.

Article 2

2.1 The Association is headquartered in Geneva.

2.2 Its duration is limited to the achievement of its objectives

II — AIMS AND MEANS

Article 3

3.1 The aims of the Association are to promote:

- i. Fundamental liberties as enriched in the International Covenant on Civil and Political Rights of 16 December 1966;
- ii. Climate justice, in particular through the promotion of the right to a safe, clean, healthy and sustainable environment, and the protection of natural resources and biodiversity;
- iii. The rule of law and equality before law, in particular through the strengthening of state institutions, including those governing the security sector;
- iv. Multilateralism and the reform of international organisations, in order to promote the above-mentioned rights.

Article 4

To achieve its aims, the Association may collaborate with any interested public or private person or institution.

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III — RESOURCES

Article 5

The Association's financial year runs from 1 January to 31 December each year. The Association's budget is drawn up in Swiss Francs (CHF).

Article 6

6.1 The Association's resources are derived from:

- i. Donations and legacies;
- ii. Sponsorship;
- iii. Public and private grants;
- iv. Membership fees;
- v. Any other resource authorised by law.

6.2 Funds are used in accordance with the corporate purpose.

IV — MEMBERSHIP

Article 7 — Members

9.1 Membership of the Association is open to any natural or legal person, whether governed by private or public law, wishing to support the Association in accordance with these Statutes and its aims.

9.2 Applications for membership should be addressed to the Board. The Board admits new members and informs the General Assembly.

9.3 Membership is terminated:

- i. By death;
- ii. By resignation addressed to the Board;
- iii. Expulsion by the Board for "just cause," with a right of appeal to the General Assembly. The deadline for appeals is thirty days from notification of the Board's decision;
- iv. Failure to pay the membership fee for more than one year.

9.4 In all cases, the membership fee for the year remains payable. Members who resign or are excluded have no entitlement to the Association's assets.

Article 8

The Association's assets alone are liable for the commitments entered into in its name. All personal liability of its members is excluded.

V — GOVERNING BODIES

Article 9

The Association has the following governing bodies:

- i. The General Assembly;
- ii. The Board;
- iii. The Auditor.

Article 10

All the Association's bodies may take their decisions online or in person, including by circular resolution.

VI — GENERAL ASSEMBLY

Article 11

11.1 The General Assembly is the supreme authority of the Association. It comprises all the members of the Association.

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

Article 12

The General Assembly has the following powers:

- i. Adopt and amend the Statutes;
- ii. Decide on appeals relating to the exclusion of members;
- iii. Set the amount of annual membership fee;
- iv. Elect the members of the Committee (taking into account geographical diversity and gender balance), appoint the President, the Secretary and the Treasurer, and appoint the auditors;
- v. To consider and vote on the reports and accounts for the year;
- vi. Approve the annual budget;
- vii. To discharge the Committee and the auditors from their duties;
- viii. To supervise the activities of the other bodies, which it may dismiss for just cause;
- ix. To create subsidiary bodies if necessary;
- x. Decide on the dissolution of the Association.

Article 13

13.1 The General Assembly is chaired by the President of the Association or a member of the Board.

13.2 Decisions at the General Assembly are normally taken by a simple majority of the votes cast by the members present. Voting shall be by a show of hands. At the request of at least five members, votes will be taken by secret ballot. In the event of a tie, the vote of the Chairperson of the Assembly shall be decisive.

13.3 In the event of a decision by circular resolution, the votes of the members to be counted are those that took place in due time and in accordance with the established procedure.

13.4 Decisions to amend the Statutes or to dissolve the Association may only be taken by a two-thirds majority of the members present.

Article 14

The agenda of the annual General Assembly, known as the Ordinary General Assembly, must include :

- i. Approval of the minutes of the last General Assembly;
- ii. The Board's report on the Association's activities during the period just ended;
- iii. Setting membership fees;
- iv. The Treasury and Auditors' reports;

- v. Adoption of the budget;
- vi. Approval of the reports and accounts;
- vii. Election of the Board members and the Auditor;
- viii. Individual proposals.

VII — BOARD

Article 15

15.1 The Board consists of at least 3 members. Board members are elected by the General Assembly for a renewable two-year term.

15.2 The Board meets as often as the business of the Association requires. The Board may take decisions by circular resolution.

Article 16

The Board is authorised to take all actions relating to the purpose of the Association. It has the broadest powers to manage day-to-day business. In particular, the Board is responsible for:

- i. Taking all appropriate measures to achieve the goal set;
- ii. Deciding on the admission or exclusion of members;
- iii. Convening the General Assembly. The Board shall notify members of the date of the General Assembly at least 15 days in advance, together with the notice of meeting and the agenda. The Board may also invite the General Assembly to take its decisions by means of a circular resolution;
- iv. Appointing and dismissing the members of the Council of Experts. Members of the Council are appointed unanimously by the Board members present. Dismissal is decided by a qualified majority of two-thirds of the Board members present;
- v. Ensuring that the Articles of Association are applied, drawing up regulations and administering the Association's assets.

Article 17

17.1 Members of the Board shall act on a voluntary basis and shall only be entitled to compensation for their actual expenses and travel expenses. For activities that go beyond the usual scope of the function, each member of the Board may receive appropriate compensation.

17.2 Decisions on such potential compensation shall be taken by the Board.

Article 18

18.1 In collaboration with the members of the Board, the President shall organise the work of the Board, determine its planning and objectives and set its priorities. The President shall convene the meetings of the Board and set the items on the agenda.

18.2 The President shall exercise all powers delegated by the Board. In urgent cases, the President shall use its provisional powers to take the necessary decisions. In such cases, the members of the Board shall be informed as soon as possible.

18.3 On behalf of the Board, the President shall recruit, manage and dismiss the Association's permanent or temporary staff, within the framework of the budget adopted by the General Assembly. The President shall ensure that the Board is kept regularly informed of staff developments and of human resources regulations.

VIII — COUNCIL OF EXPERTS

Article 19

19.1 A Council of Expertise may be set up as an advisory body to the Association. The members of the Council are a resource for the Association to guide its expertise in the implementation of projects and collaborations.

19.2 The Council of Expertise has the powers set out in these Statutes or by the Board.

IX — AUDITOR

Article 20

The Auditor audits the annual accounts of the Association. The Auditor's report is submitted annually to the General Assembly. The Board submits a proposal for the appointment of the Auditor to the General Assembly each year.

VI — FINAL PROVISIONS

Article 21

The Association is validly bound by the collective signature of two members of the Board. Article 18.2 is reserved.

Article 22

In managing its data, the Association applies Swiss legislation governing data protection. Data is hosted in Switzerland.

Article 23

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 founders or members, nor may they be used for their benefit, in whole or in part, in any manner whatsoever.

Article 24

The present Statutes were drafted in French and English. In the event of a conflict between the languages of the States, the French States shall be the reference Statutes.

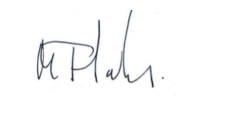
The present Statutes were adopted by the Constituent General Assembly, held on 31 May 2023 in Geneva.



Florian Irmingier
President



Marion Duvillard
Treasurer



Michaël Flaks
Secretary