



KAMBOO PROJECT

Für Menschen in Kambodscha
Supporting Cambodians
Pour les gens au Cambodge

Articles of the Association „Kamboos Project“

I. NAME AND SEAT

Article 1

Under the name "Kamboos Project" there is an association within the meaning of Article 60 et seq. Of the Swiss Civil Code. It is politically independent and denominationally neutral and based on undefined duration.

Article 2

The association is based in Zurich (ZH).

II. GOALS AND PURPOSE

Article 3

The purpose of the association is:

Support for locally supported and sustainable development projects in favor of socially and economically disadvantaged population groups in Asia with a focus on Cambodia.

Support and implementation of self-help projects focusing on education, health, agriculture and nutrition, ecology, energy and mobility, water and sanitation, construction and renovation and projects to improve local income.

Publicity and information work as well as procurement of funds for the above activities, both nationally and internationally.

The association does not pursue commercial purposes and does not seek profit.

III. MEMBERSHIP

Art. 4

The association consists of active members, patrons and honorary members.

Active members are natural persons who actively support the goals of the association. Active members (eg project evaluation, project planning, project work), in the administrative area (eg help with bookkeeping and annual revision, correspondence, publications), in marketing and strategic fundraising, through legal assistance or active Board of Management. The active members have voting rights.

Patrons are natural or legal persons who support the association with its annual contribution and, if necessary, additional donations in the achievement of the club

goals. Patrons have no right to vote. You will receive all club information and will be informed about the progress of the projects at regular intervals.

Honorary members may be appointed by the General Meeting by a two-thirds majority. Honorary members do not pay a membership fee and do not have voting rights.

Article 5

Membership fees per business year:

For active members: CHF 50.00

For patrons: CHF 100.00

For honorary members: no contribution

Article 6

Applications for membership are to be addressed to the Board, which decides on the admission of new members.

The Board of Directors is responsible for publishing a constantly updated list of members.

Article 7

The membership expires by:

exit

exclusion

Death (natural person) or dissolution (legal person)

The withdrawal must be declared in writing. The notice period is one month. The membership fee shall in all cases be due until the end of the financial year.

The Executive Board can exclude a member for important reasons. Important reasons are violations against the statutes, against club decisions, against the association purpose or against the code of conduct of the association. Moreover, the damage to the interests of the association, dishonest behavior and repeated failure to pay obligations is an important reason for this purpose.

The decision of the exclusion is usually only after consultation with the member, it is communicated in writing and is valid immediately. There is no recourse to the Annual General Meeting.

IV. ORGANS

Article 8

The organs of the association are:

The Annual General Meeting / General Assembly

The Executive Board

The Auditor/Trustee

A General Assembly

Article 9

The General Assembly is the supreme body of the Association. It consists of all active members of the association.

A regular Annual General Meeting takes place annually. The invitation to the Annual General Meeting shall be made in writing by the Management Board, giving at least 20 days' notice. Invitations by e-mail are valid.

Applications to the Annual General Meeting must be addressed in writing to the President no later than one week in advance.

The Annual General Meeting is chaired by the President of the Executive Board or by another member of the Management Board.

Article 10

An Extraordinary General Meeting of Shareholders shall be convened by a resolution of the Executive Board, at the request of at least one fifth of the members of the Supervisory Board or at the request of the Auditors. The meeting shall be held no later than two months after receipt of the request.

Article 11

The tasks and competences of the Annual General Meeting are as follows:

Approval of the minutes of the last General Meeting

Acceptance of the annual report, the annual accounts and the balance sheet as well as the report of the auditor

Discharge of the Management Board and the Auditors

Election of the Chairman, the other members of the Management Board and the Auditor

Treatment of requests by the board of directors and members, execution of appeals

Determination of membership fees

Resolution on other transactions entered into by the members of the Management Board or the Management Board

Amendments to the Articles of Incorporation

Dissolution of the association and use of the liquidation proceeds

Article 12

Resolutions of the Annual General Meeting are passed by an open vote with a simple majority of the members present. If at least five members of the Association so request, the vote shall be secret.

In the event of a tie, the chairperson has the casting vote. Voting by delegation is not possible.

Any duly convened General Meeting is valid for three members of the Supervisory Board present. At least one resolution is to be recorded on the decisions.

Changes to the statutes as well as the dissolution of the association require specific conditions (see chapter "VI. ARTICLES CHANGE AND DISSOLUTION").

B Executive Board

Article 13

Members of the Management Board are natural persons who are active members of the association and have been elected as members of the Management Board by the Annual General Meeting. The Management Board consists of at least five and a maximum of eight members. The term of office is 1 year, re-election is possible. He constitutes himself.

The Management Board meets as often as the business of the Association requires. Each member of the Management Board may request the convening of a meeting, stating the reasons. The Executive Board is quorate as soon as at least three members are present. The President has the casting vote.

If the members of the Board of Management leave the Board during the term of office, the Management Board of
Themselves. Such elections are to be submitted for confirmation at the next Annual General Meeting.

The Board of Management is generally active on an honorary basis. Remuneration of expenses is determined within the framework of a competence and expenses regulations.

Article 14

The Board of Management is divided into at least the following functions:

President

Vice Chairman

Actuary

Accumulation is permitted.

Article 15

The Executive Board shall represent the Association externally. He draws together collectively, of which at least one president or vice president must be. Email confirmation is possible and valid for small amounts up to CHF 1000. The competencies of the members of the Board of Management are determined by the competence and expense regulations.

Article 16

Resolutions of the Management Board are taken with a simple majority of all Management Board members. In the event of a tie, the President shall decide. If no member of the Executive Board requires oral advice, the decision is valid in the circular way (also e-mail). Electronic connection of members of the Management Board is permitted.

If a member of the board has a conflict of interest regarding a decision that is materially and strategically important for the association, the member will withdraw in advance. The strike will be documented in writing in the minutes of the relevant board meeting. In particular, bias applies if the association awards mandates for services in which members of the board or relatives of the board member represent potential providers. The same applies, among other things, to the case of decisions on cooperation projects in which a board member or relatives of the board member are associated with the potential cooperation partner.

Article 17

The Executive Board has all competences which are not transferred to another body by law or pursuant to these Articles of Incorporation. This includes in particular:

The management of the day-to-day business and the representation of the association to the outside

Preparation and execution of the Ordinary and Extraordinary General Meeting
Implementation and execution of the resolutions of the General Meeting

Adoption of regulations and elaboration of the statutes and motions for the General Meeting

Inclusion and exclusion of members, in particular active members.

Control of compliance with the Articles of Incorporation

Administration of the association

Take all necessary measures to reach the association's purpose

Information about the annual budget for active members

Information of the activity program for active members

The Board is also responsible for the company's legal accounting.

Article 18

The Executive Board may set up working groups (specialist groups) in order to reach the association's goals and hire or commission persons to make appropriate compensation. The Board is responsible for the recruitment (dismissal) of the paid and voluntary employees of the association. The Management Board may assign temporary contracts to all members of the Association or to external parties.

C Auditor/Trustee

Article 19

The association shall have a trustee/auditing entity. This consists of an auditor elected by the Annual General Meeting for a fiscal year, who is domiciled in Switzerland. The assignment of the auditor ends with the acceptance of the last financial statement. Re-election is possible.

The auditor reviews the accounting records of the association and submits a report to the members' meeting.

The financial year corresponds to the calendar year.

V. ASSETS AND LIABILITIES

Article 20

The assets of the association are made up of members' contributions, surpluses from the company accounts, any donations and donations of all kinds, income from association activities and events, income from service agreements and legacies.

Article 21

The association's liability is limited to the liability of the association. The personal

liability of the members for the liabilities of the association is excluded. Members whose membership expires before a possible dissolution of the association is not entitled to the association capacity.

ARTICLES CHANGE AND DISSOLUTION

Article 22

Amendments to the Articles of Incorporation may be decided only by the Annual General Meeting. The presence of at least half of all active members is required. A two-thirds majority is required to accept such an application.

If the number of persons entitled to vote does not reach the required electorate ratio, then a second general meeting with the same tracts must be convened within six weeks. This is a quorum without regard for the number of active members.

Article 23

The dissolution of the Association can be decided only by the General Meeting. The agenda item must be announced in the invitation to the Annual General Meeting. The presence of at least three-quarters of all members of the company at the General Meeting is required. A three-quarters majority is required to accept such an application. If the number of persons entitled to vote does not reach the required electorate ratio, a second general meeting shall be convened with this agenda item within six weeks. This is a quorum as soon as half of all active members are present.

Any assets as well as parts of the assets are in no case distributed among members of the Management Board, members of the Management Board, members of the Board of Directors or members of the patrons, but are transferred to an organization with similar purposes.

The dissolution of the Annual General Meeting decides with a simple read more about the appropriate use of the association's assets.

VI. DATE OF

ADOPTION Article 24

These articles were approved by an Ordinary General Meeting on March 12, 2024 and replace the Articles of Association dated August 13, 2018, which in turn had replaced those dated September 21, 2017.

Kamboo Project, Zurich, March 12, 2024

President



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Vice President



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