

ARTICLES OF ASSOCIATION

of the non-profit association

Sport4Kids

with its registered office in

Winterthur (ZH), Switzerland



Disclaimer

This English version is provided for information purposes only. In the event of any discrepancy or inconsistency, the German version of the Articles of Association shall prevail.

I. NAME, REGISTERED OFFICE AND DURATION

Art. 1

Name and Duration

Under the name **Sport4Kids**, a non-profit association exists in accordance with Articles 60 et seq. of the Swiss Civil Code (SCC).

The Association is a legal entity with its own legal personality.

The Association is politically independent and religiously neutral.

The Association is established for an unlimited period.

Art. 2

Registered Office

The registered office of the Association is located in **Winterthur (Canton of Zurich), Switzerland.**

The Board of Directors may change the Association's registered address within the political municipality of Winterthur.

Any transfer of the registered office to another municipality requires the approval of the General Assembly.

II. OBJECTIVES AND PURPOSE

Art. 3

Purpose

The Association exclusively and directly pursues charitable and public-benefit purposes and operates on a non-profit basis.

Its purpose is to promote the sustainable development of children and young people through sport while supporting their personal, social, physical and educational development.

To achieve these objectives, the Association may, in particular:

- establish, support and operate youth sports projects in Switzerland and abroad;
- promote football, volleyball and other sports and physical activity programmes;
- enable children and young people, particularly those from socially or economically disadvantaged backgrounds, to participate in organised sport;
- actively promote girls' and women's participation in sport;
- organise or support training sessions, tournaments, camps, workshops and other sporting events;
- educate and train coaches, referees and volunteers;
- acquire, finance, develop and maintain sports facilities, sports infrastructure and training equipment;
- establish national and international partnerships with sports clubs, schools, municipalities, sports federations, companies, foundations and other non-profit organisations;
- support projects that promote social inclusion and international development through sport;
- cooperate with national and international sports governing bodies;
- receive donations, sponsorships, grants, legacies, bequests and other financial contributions in support of the Association's purpose.

The Association may undertake any lawful activity that directly or indirectly contributes to achieving its charitable objectives.

The Association does not pursue commercial purposes.

All financial resources and assets of the Association shall be used exclusively for the fulfilment of its statutory objectives.

The Association may operate both within Switzerland and internationally.

III. MEMBERSHIP

Art. 4

Admission of Members

Membership of the Association is open to both natural persons and legal entities that support the Association's purpose and objectives.

The Association recognises the following categories of membership:

- Active Members
- Passive Members
- Supporting Members
- Honorary Members

Applications for membership must be submitted in writing or electronically.

The Board of Directors decides on the admission of members and may reject an application without stating any reasons.

Upon admission, members acknowledge and accept these Articles of Association as well as all resolutions adopted by the governing bodies of the Association.

The rights and obligations of the individual membership categories may be further regulated in separate regulations issued by the Board of Directors.

Art. 5

Termination of Membership

Membership terminates through:

- resignation;
- expulsion;
- death of a natural person;
- dissolution of a legal entity.

Resignation may be submitted at any time by written notice to the Board of Directors.

Any outstanding financial obligations towards the Association shall remain payable.

Art. 6

Expulsion

A member may be expelled by resolution of the Board of Directors if the member:

- violates these Articles of Association or acts against the interests of the Association;
- seriously damages the reputation or objectives of the Association; or
- fails to fulfil financial obligations towards the Association despite receiving a reminder.

Before an expulsion decision is taken, the member concerned shall be given the opportunity to present their position.

Any decision to expel a member shall be communicated in writing and shall state the reasons for the decision.

The member may lodge a written appeal with the General Assembly within **30 days** of receiving the expulsion decision.

The decision of the General Assembly shall be final.

IV. GOVERNING BODIES

Art. 7

Governing Bodies

The governing bodies of the Association are:

- a) the General Assembly;
- b) the Board of Directors;
- c) the Auditors (where appointed).

A. General Assembly

Art. 8

Convening the General Assembly

An Ordinary General Assembly shall be held at least once each calendar year.

The Board of Directors shall convene the General Assembly by giving at least **20 days'** **notice**, either in writing or electronically (including by e-mail), together with the agenda.

Members wishing to submit motions shall do so in writing no later than **10 days** before the General Assembly.

An Extraordinary General Assembly may be convened at any time by the Board of Directors or upon written request of at least one-fifth of the voting members.

The General Assembly may be held:

- as an in-person meeting;
- as a virtual meeting; or
- as a hybrid meeting,

provided that all members are able to exercise their statutory rights.

Art. 9

Powers of the General Assembly

The General Assembly is the supreme governing body of the Association.

Its non-transferable powers include, in particular:

- a) approval of the minutes of the previous General Assembly;
- b) approval of the Annual Report of the Board of Directors;
- c) approval of the annual financial statements;
- d) approval of the annual budget;
- e) discharge of the Board of Directors;
- f) election of the President and the remaining members of the Board of Directors;
- g) election of the Auditors or resolution to waive an audit where permitted by law;
- h) determination of membership fees;
- i) consideration of motions submitted by the Board of Directors or members;
- j) adoption and amendment of the Articles of Association;
- k) resolution on the dissolution of the Association;
- l) consideration of all matters assigned to the General Assembly by law or by these Articles of Association.

Art. 10

Resolutions

Each Active Member and each Honorary Member is entitled to one vote.

Legal entities shall exercise their voting rights through an authorised representative.

The General Assembly shall constitute a quorum regardless of the number of voting members present, provided that it has been convened in accordance with these Articles of Association.

Unless otherwise required by law or these Articles of Association, resolutions shall be adopted by a simple majority of the valid votes cast.

Abstentions shall not be counted.

In the event of a tie, the President shall have the casting vote.

Votes and elections shall normally be conducted openly unless the General Assembly decides otherwise.

Provided that no member objects, resolutions may also be adopted by way of written circular resolution.

Art. 11

Minutes

Minutes shall be kept of every General Assembly.

The minutes shall include at least:

- the date and place of the meeting;
- the type of meeting (in-person, virtual or hybrid);
- the number of voting members present;
- the agenda;
- the resolutions adopted; and
- the election results.

The minutes shall be signed by the Chair of the meeting and the Secretary and shall be retained by the Board of Directors.

B. Board of Directors

Art. 12

Composition

The Board of Directors shall consist of at least **three natural persons**.

The Board shall generally comprise:

- President
- Vice President
- Treasurer
- Secretary
- Additional Board Members, as required

The combination of multiple offices in one person shall be permitted.

With the exception of the President, the Board of Directors shall constitute itself.

Members of the Board of Directors shall be elected for a term of **four years** and shall be eligible for re-election.

Should a member of the Board resign during the term of office, the Board may appoint a replacement until the next General Assembly.

Art. 13

Duties and Powers

The Board of Directors is the executive governing body of the Association.

It is responsible for the overall management of the Association and represents the Association towards third parties.

The Board of Directors shall exercise all powers not expressly assigned by law or these Articles of Association to another governing body.

Its duties include, in particular:

- a) implementing the purpose and objectives of the Association;
- b) providing the strategic and operational leadership of the Association;
- c) admitting and expelling members;
- d) preparing and convening the General Assembly;
- e) implementing the resolutions adopted by the General Assembly;
- f) managing the Association's assets and financial resources;
- g) preparing the annual budget, annual financial statements and Annual Report;
- h) appointing employees, consultants, experts or external service providers where required;
- i) concluding agreements and contracts on behalf of the Association;

- j) representing the Association before public authorities, sports federations, associations, companies, foundations and other organisations;
- k) deciding on all matters not expressly reserved to another governing body.

The Board of Directors may issue directives, policies and regulations as necessary to fulfil the Association's purpose.

The Board of Directors may establish committees, working groups or project teams.

Members of the Board of Directors shall generally perform their duties on a voluntary basis. Reimbursement of duly documented expenses and reasonable compensation for exceptional services rendered in the interest of the Association shall remain reserved.

Art. 14

Meetings and Resolutions

The Board of Directors shall be convened by the President or, in the President's absence, by the Vice President.

The Board of Directors shall constitute a quorum if at least half of its members are present or participating electronically.

Resolutions shall be adopted by a simple majority of the votes cast.

In the event of a tie, the President shall have the casting vote.

Board meetings may be held in person, virtually or in hybrid form.

Provided that no member objects, resolutions may also be adopted by way of written circular resolution.

Minutes shall be kept of every meeting of the Board of Directors.

Art. 15

Authority to Sign

The Board of Directors shall determine the Association's signing authority.

The Association shall be legally represented towards third parties by the **President acting with sole signatory authority**.

Where justified, the Board of Directors may grant individual members of the Board or authorised representatives sole signing authority or specific powers of attorney for designated matters or projects.

C. Auditors

Art. 16

Auditors

Where required by law or these Articles of Association, the General Assembly shall elect an Auditor or two Auditors.

The term of office shall be **four years**. Re-election is permitted.

The Auditors shall examine the annual financial statements and the management of the Association's assets and shall submit a written report and recommendation to the General Assembly.

Where permitted by law and approved by the General Assembly, the appointment of Auditors may be waived.

D. Additional Provisions

Art. 17

Conflicts of Interest

Members of the Board of Directors and any other persons entrusted with decision-making responsibilities shall disclose any actual or potential conflicts of interest.

Any person affected by a conflict of interest shall abstain from participating in the deliberation and decision-making process relating to the respective matter.

The Board of Directors shall ensure transparent and accountable decision-making.

Art. 18

Data Protection

The Association shall process personal data solely for the purpose of fulfilling its statutory objectives and in compliance with the applicable data protection legislation.

Personal data shall be treated confidentially and shall not be disclosed to third parties without a legal basis or the consent of the data subject.

Where appropriate, the Board of Directors may adopt additional data protection regulations.

V. Association Assets

Art. 19

Funding and Association Assets

The Association shall finance its activities in particular through:

- membership fees;
- donations;
- patron and supporting contributions;
- sponsorship;
- legacies and bequests;
- grants from public and private institutions;
- public subsidies;
- proceeds from events;
- income derived from activities related to the Association's purpose; and
- any other lawful sources of income.

The Association may establish designated funds and project accounts for specific purposes.

All assets of the Association shall be used exclusively to pursue its statutory objectives.

The Board of Directors shall ensure the prudent, transparent and efficient management of the Association's financial resources.

Art. 20

Financial Year, Accounting and Liability

The financial year shall correspond to the calendar year.

The Board of Directors shall maintain proper accounting records and prepare annual financial statements.

The Association shall be liable for its obligations solely with its own assets.

The personal liability of members and members of the Board of Directors is excluded unless otherwise required by mandatory provisions of law.

VI. AMENDMENTS AND DISSOLUTION

Art. 21

Amendments to the Articles of Association

These Articles of Association may be amended by a resolution of the General Assembly adopted by a **two-thirds majority** of the valid votes cast.

Any proposed amendments shall be communicated to the members together with the notice convening the General Assembly.

Art. 22

Dissolution of the Association

The Association may only be dissolved by a General Assembly convened specifically for this purpose and by a **two-thirds majority** of the valid votes cast.

After settlement of all liabilities, any remaining assets of the Association shall be transferred to a **tax-exempt charitable legal entity established in Switzerland** pursuing the same or a similar charitable purpose.

Any reversion or distribution of the Association's assets to the founders, members, members of the governing bodies or other private individuals is excluded. The Association's assets shall remain permanently dedicated to the Association's charitable purposes.

The General Assembly shall determine the recipient organisation in accordance with this provision.

Art. 23

Entry into Force

These Articles of Association were adopted in their present form by the Founding General Assembly.

Winterthur, 11.12.2023

President:



Bojan Boev



Sport4Kids

Secretary:



Tomcho Nakov

11.12.2023