

## FORM AND PURPOSE

**Article 1: The Association Childhood and Orphan Diseases** (hereafter: AEMO) is governed by the present statutes and articles 60 and following of the Swiss code of Obligations. (Swiss civil code)

**Article 2:** The head office of the AEMO is in Monthey VS at the address of its permanent secretariat.

**Article 3:** The AEMO has for goals:

- To inform and sensitize a large public on the issue of orphan diseases.
- To raise funds to support any initiative or action related to the field of orphan diseases, in particular:
  - 1) to help children and young adults in difficulty, domiciled in Switzerland and affected by orphan diseases, whatever their ethnicity or religion;
  - 2) to help other entities with a similar goal;
  - 3) to support research and information.

## MEMBERS

**Article 4:** The membership of the AEMO is open to natural and legal persons who adhere to the present statutes and the principles derived from them. The committee is competent to decide on the applications for membership that are addressed to the AEMO.

**Article 5:** All individuals or legal entities who have paid their membership fee for the current year are members. Membership is lost by death, resignation, exclusion or striking off if a member does not pay his annual fee. A member who resigns or is expelled must pay the full membership fee for the current year.

**Article 6:** Each member has the right to vote at the general assemblies. Legal entities are entitled to only one vote.

**Article 7:** The general assembly pronounces, on notice of the committee, the exclusion of a member by a majority of two thirds of the members present. Members who resign, are expelled or struck off have no right to the company assets.

**Article 8:** The members are not personally responsible for the social debts, which are only guaranteed by the social assets.

## INTERNAL ORGANIZATION

**Article 9:** The organs of the AEMO are:

- the general assembly
- the committee
- the ethics committee
- the auditing body

## THE GENERAL ASSEMBLY

**Article 10:** The General Assembly is composed of all members of the AEMO. The committee, if it sees a particular interest, can exceptionally invite other persons who do not have the right to vote. The ordinary general assembly takes place once a year. It is the supreme body of the AEMO. It has all the competences that are not attributed to the committee or the ethics committee. It appoints the president, the members of the committee and the ethics committee and the auditors. Written notices of the assembly, including the agenda, must be sent to the members at least two weeks before the date set. Any proposal must be submitted to the committee at the latest ten days before the date of the general assembly.

**Article 11:** The agenda of the ordinary general assembly includes:

- a) the adoption of the minutes of the previous general assembly,
- b) the adoption of the annual report,
- c) the adoption of the annual accounts, after examination and report of the auditors,
- d) the discharge of the committee for its management,
- e) the proposals of the committee or the members,
- f) the election or re-election of the members of the committee,
- g) the election or re-election of the members of the Ethics Committee,
- h) the election or re-election of the auditors,
- i) fixing the amount of the membership fees,
- j) other business.

**Article 12:** The committee may convene an extraordinary general assembly when circumstances require it or at the written request of at least twenty percent of the members. The convocation is sent to the members within seven days. Ordinary or extraordinary general assembly may only take decisions on the items on the agenda. Subject to article 18 of the present statutes, decisions are taken by a majority of the members present and, in the event of a tie, the president has the casting vote. Voting shall be by secret ballot if the committee or at least one twentieth of the members so request. Nominations shall be made by a majority of the members present on the first ballot, blank and spoiled votes not being counted. In the event of a tie, the President shall have the casting vote.

## THE COMMITTEE

**Article 13:** The committee is composed of up to five members, elected for two years. It directs and represents the AEMO. The committee divides its tasks freely among the members. The decisions of the committee are taken by a majority of the committee members present. In case of a tie, the president has the casting vote. The committee executes the decisions of the general assembly and defends the interests of the AEMO. It manages the funds resulting from the collection of donations or from the obtaining of legacies or donations. To do so, it can take the advice of the ethics committee. In the case of direct assistance to families, it entrusts the use of funds to the ethics committee. The committee has the broadest powers to deal in the name of the AEMO, in particular to make all acquisitions, sales or donations, to pass and sign all deeds in the name of the AEMO.

The members of the committee are only responsible for the execution of their mandate; they do not incur any personal or joint and several liability for the commitments of the AEMO, which are only guaranteed by the company's assets. Article 55 paragraph 3 CC remains reserved. If it deems it useful, the committee can entrust any person with a mandate limited in time.

## ETHICS COMMITTEE

**Article 14:** The ethics committee, elected for two years, is composed of three members, at least one of whom is a member of the committee. The ethics committee meets as often as necessary to analyze the results of the visits to the families and the requests for support. Minutes are kept on this occasion. It decides by majority vote on the granting of financial aid to families.

## AUDITING BODY

**Article 15:** The General Assembly appoints a trustee as auditor for a period of one year. The auditor is not a member of the AEMO. The annual financial year of the AEMO starts on January 1<sup>er</sup> and ends on December 31.

## RESOURCES

**Article 16:** The resources of the AEMO include:

- a) membership fees
- b) the profits made by the campaigns of collection of donations
- c) donations and legacies
- d) private or public subsidies

## CORPORATE SIGNATURE

**Article 17:** The AEMO is committed by the collective signature of two people, the president or vice-president and another member of the committee.

## MODIFICATION OF THE STATUTES AND DISSOLUTION

**Article 18:** The modification of the statutes requires a qualified majority of two thirds of the members present. The AEMO can be dissolved by a decision of a general assembly gathering at least half of the members and deciding by a two-thirds majority of the members present. In case of dissolution, the remaining assets and archives will be given to one or more associations with similar goals.

**Article 19:** The present statutes come into force immediately.

*Statutes adopted on March 2, 2007. Amended on June 20, 2008*



Olivier Meyer  
President



Manon Weibel Rosello  
Secretary

*English is not an official language in Switzerland. This translation is provided for information purposes only and has no legal force.*