

BY-LAWS

The Hunger Project Switzerland

Preamble

The Hunger Project Switzerland is an independent association with headquarters in Switzerland. It supports the Global Hunger Project (The Hunger Project), headquartered in New York, NY/USA, with member contributions and voluntary contributions from partners as well as other income, pursuant to these By-Laws. The Global Hunger Project was established on 25 October 1977 under Part 1, Division 2, Corporation Code in the State of California as not-for-profit corporation and, owing to its charitable purpose as foreseen in Section 501(c)(3) of the Internal Revenue Code, is tax-exempt.

The rights and obligations of the Hunger Project Switzerland and the Global Hunger Project are regulated by contract.

1. Name and headquarters

The name of the association is

The Hunger Project Switzerland

It is a non-denominational, politically neutral association under Art. 60 ff of the Civil Code.

The association is headquartered in Geneva.

2. Purpose

On the basis of the three-pillar strategy of the Global Hunger Project for a sustainable end to chronic hunger and extreme poverty comprising:

- Grassroots-level mobilisation of people to build self-reliance;
- empowering women as key change agents;
- working in partnership with local government,

the association pursues the following purpose:

- 2.1 The association collects funds in order to provide financial support for the programmes and activities of the Hunger Project in Africa, Latin America and South Asia as well as in the rest of the world (e.g. advocacy).
- 2.2 The bulk of the funds go towards projects planned, implemented, monitored and evaluated by the association from Switzerland, in close cooperation with the local Hunger Project concerned and the Global Hunger Project.
- 2.3 The association makes the population of Switzerland aware in a professional manner of the necessity and the opportunity to end chronic hunger and extreme poverty in the world.

Through events, publications and media work, the association promotes broader awareness of the Hunger Project and attracts new donors who identify with the purpose of the association.

The association may also forge partnerships with other non-governmental organisations in order to derive optimum benefit from synergies in respect of its resources.

3. Membership

The association consists of individuals and legal entities. The Board has full discretion regarding admission to membership.

The annual member fee for individuals and legal entities is determined by the general meeting.

Membership can be terminated by:

- 3.1 Written notice from the member submitted three months before the end of a calendar year;
- 3.2 exclusion by the Board, with a statement of the grounds.

The members of the association (individuals and legal entities) have one vote each.

4. Partnership

Instead of membership the association offers partnership:

- For individuals and legal entities that identify with the purpose of the association;
- who are willing to make voluntary contributions of at least CHF 1,000 in the form of a one-off donation or an annually recurring one.

5. Patronage

Patrons, individuals as well as legal entities, are registered non-members of the association.

Patrons have the right to participate at the general meeting, they have a voice and a right of petition in the general meeting. But they have no right to vote.

Patrons give the annual fees determined by the general meeting, which can be regulated differently depending on pre-defined objective criteria (for example, according to categories such as pupils, students, etc.).

A personal liability of the patrons for the association's obligations is excluded.

6. Advisory Committee

The Advisory Committee comprises 5–10 eminent persons who are members of the association and

- 6.1 who identify with the purpose of the association;
- 6.2 impart their know-how;
- 6.3 by means of their broad network, proactively support the association in acquiring members and partners.

The term of office of members of the Advisory Committee is three years. They may be re-elected.

7. Organs

The organs of the association are:

- 7.1 The General Meeting of members;
- 7.2 the Board;
- 7.3 the Auditors.

8. The General Meeting

The General Meeting has the following non-transferable powers:

- 8.1 Adoption of the annual report;
- 8.2 Adoption of the annual financial statements;
- 8.3 Acceptance of the report of the auditors;
- 8.4 Setting the annual contribution for members and patrons;
- 8.5 Discharge of the members of the Board;
- 8.6 Election of Board members, including 1 – 2 members with special expertise to ensure project controlling in accordance with Art. 9.8;
- 8.7 Amendment of the By-Laws;
- 8.8 Dissolution of the association;
- 8.9 Deciding on all matters reserved for the General Meeting under the law or the By-Laws.

The General Meeting takes place within six months of the close of the financial year and is convened by the Board by written invitation. The invitation together with the announcement of the agenda shall be sent at the latest 14 days before the Meeting. Members may obtain documents relating to the agenda from the association's secretariat in Geneva.

Extraordinary General Meetings may be convened by the Board or at the written request of one-fifth of the members of the association.

The General Meeting adopts its resolutions by a majority vote of the members present.

The dissolution of the association requires a two-thirds majority.

9. Board

The Board is composed of 5 to 11 persons who are members of the association. In general, the term of office is three years. Re-election is possible.

The Board constitutes itself.

The Board may make decisions on all matters for which the General Meeting is not responsible under the law or the By-Laws.

Members of the Board disclose in the annual report or on the association's website their outside relationships which are relevant to the activities of the association.

Conflict of interests between the association and their members of the Board or persons close to them have to be disclosed to the Board. In case of conflict the affected Board member has to abstain from any decision making.

Members of the Board have to abstain from any decision making if they or any person or legal entity close to them is involved in a business relationship with the association.

Any business relationship between the association and a member of the Board or a person close to a Board member has to be at arm's length.

In particular, the Board shall be responsible for:

- 9.1 Carrying out the resolutions of the General Meeting;
- 9.2 Approving the budget, including the utilisation of the bulk of the collected funds for projects, in accordance with Art. 9, item 9.8;
- 9.3 Acceptance of new members and exclusion of members;
- 9.4 Appointment of the members of the Advisory Committee and of the Chair;
- 9.5 Election of the Auditors;
- 9.6 Cooperation with the Global Hunger Project and non-governmental organisations;
- 9.7 Convening the General Meeting.
- 9.8 In keeping with Art. 2 above and Art. 7.4(c) of the Regulations governing the ZEW0 seal of approval, the Board proceeds as follows:
 - 9.8.1 The Board shall formally select one or more projects for which its intends to use the bulk of the funds collected in Switzerland;
 - 9.8.2 The planning and development of these projects shall take place in close cooperation with the local and Global Hunger Project and taking account of the following project selection criteria:
 - People are mobilised at grassroots level to be self-reliant;
 - women are empowered as key change agents;
 - partnership-based cooperation with local authorities is important;
 - sustainability of the project is a prerequisite;
 - as far as possible, limiting projects to a limited number of the Hunger Project's programme countries in order to minimize the costs of local project controlling.
 - 9.8.3 The Board shall be responsible for the administration and management of the projects: planning, implementation, controlling and evaluation of these projects, including monitoring of project priorities and quality aspects. Upon conclusion of the project, Board members with the appropriate expertise shall verify proper execution and the use of funds.

In addition, the Board may appoint a Director, who need not be a member of the association.

10. Auditors

The Auditors will be elected for a one-year term of office. Re-election is possible.

11. Financial year

The association's financial year coincides with the calendar year.

12. Finances

The association's income is made up as follows:

- 12.1 Annual membership contributions plus further voluntary donations by members;
- 12.2 Partner contributions;
- 12.3 Gifts and legacies;
- 12.4 Income from the association's assets.

Liability for the association's obligations is limited exclusively to its assets; members shall bear no personal liability whatsoever.

13. Dissolution

The liquidation of the association shall be undertaken by the Board, unless the General Meeting appoints special liquidators. Any proceeds from liquidation shall be transferred to The Hunger Project in New York.

14. Validity of the By-Laws

These By-Laws were approved at the General Meeting held on 8 April 2006, and their amendment on 25 April 2009; the ZEWO-related amendment of the By-Laws took effect on 9 November 2009 with the award of the ZEWO seal of approval by the ZEWO Foundation Board.

Geneva/Zurich, 8 April 2006 / 25 April 2009 / 9 November 2009 / 18 June 2016 / 13 May 2017 / 26 May 2018

The President



Anne-Céline Bonnier