

# BY-LAWS

## The Hunger Project Switzerland

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### Preamble

The Hunger Project Switzerland is an independent association with headquarters in Switzerland. It supports The Hunger Project ("the Global 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; and
- 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 particular in Africa, Latin America and South Asia.
- 2.2 The bulk of funds raised go towards projects planned, 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 aims to raise awareness and share insights in order to inspire the people, institutions and corporations of Switzerland to support the global movement 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; or
- 3.2 exclusion by the Board, with a statement of the grounds.

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

### **4. Advisory Board**

The Advisory Board comprises up to 10 eminent persons who are members of the association and

- 4.1 who identify with the purpose of the association;
- 4.2 impart their know-how; and
- 4.3 by means of their broad network, proactively support the association in acquiring members and donors.

The term of office of members of the Advisory Board is one year. They may be re-elected. There is no limit to the number of terms a member may serve.

### **5. Organs**

The organs of the association are:

- 5.1 the General Meeting of members;
- 5.2 the Board; and
- 5.3 the Auditors.

### **6. The General Meeting**

The General Meeting has the following non-transferable powers:

- 6.1 Adoption of the annual report.
- 6.2 Adoption of the annual financial statements.
- 6.3 Acceptance of the report of the auditors.
- 6.4 Setting the annual contribution for members.
- 6.5 Discharge of the members of the Board.
- 6.6 Election of Board members, including 1-2 members with special expertise to ensure project controlling in accordance with Art. 7.7.
- 6.7 Election of the Auditors.

- 6.8 Amendment of the By-Laws.
- 6.9 Dissolution of the association.
- 6.10 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.

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 of all members.

## **7. Board**

The Board is composed of 5 to 11 persons who are members of the association. A newly elected Board member who is not already a member of the association shall be automatically admitted as a member of the association upon their election.

The term of office of Board members is three years. They may be re-elected. There is no limit to the number of terms a member may serve.

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. Any conflict between the interests of any member of the Board and those of the association must be disclosed to the Board. In case of conflict the Board member concerned must abstain from any decision-making.

If a Board member or any person or legal entity close to them is involved in a business relationship with the association, they must abstain from any decision-making. Any business relationship between the association and a member of the Board or a person close to a Board member must be conducted at arm's length.

In particular, the Board shall be responsible for:

- 7.1 Carrying out the resolutions of the General Meeting.
- 7.2 Approving the budget, including the utilisation of the bulk of the collected funds for projects, in accordance with Art. 7, item 7.7 below.
- 7.3 Acceptance of new members and exclusion of members.
- 7.4 Appointment of the members and Chair of the Advisory Committee.
- 7.5 Cooperation with the Global Hunger Project and non-governmental organisations.
- 7.6 Convening the General Meeting.
- 7.7 In keeping with Art. 7.4(c) of the Regulations governing the ZEWO seal of approval, the Board proceeds as follows:

- 7.7.1 The Board selects one or more projects for which it intends to use the bulk of the funds collected in Switzerland, taking into account the following selection criteria:
- the strategic principles of the Global Hunger Project as described in Art. 2 above;
  - the sustainability of the project;
  - as far as possible, limiting projects to a limited number of countries in order to minimize the costs of local project controlling.
- 7.7.2 The planning and development of these projects takes place in close cooperation with the local and Global Hunger Project.
- 7.7.3 The Board is responsible for the administration and management of all projects: planning, controlling and evaluation of their implementation, including monitoring of project priorities and quality aspects. Upon conclusion of a project, Board members with the appropriate expertise verify proper execution and the use of funds.

## **8. Auditors**

Auditors are elected for a one-year term of office. They may be re-elected.

## **9. Management**

The Board may appoint one or more Managing Directors to manage the day-to-day operations of the association. The Managing Directors report to the Board and implement its strategic and financial decisions. The Managing Directors may be empowered by the Board to manage staff, represent the association externally, and execute contracts within approved limits.

## **10. Financial year**

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

## **11. Finances**

The association's income is made up as follows:

- 11.1 Annual membership contributions plus further voluntary donations by members;
- 11.2 Donations, gifts and legacies; and
- 11.3 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.

## **12. 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 Global Hunger Project in New York.

In the event of the dissolution of the Global Hunger Project, the association shall be liquidated and any proceeds from liquidation will be entirely assigned to another non-profit entity, which pursues similar purposes, and which is tax exempted.

In no event may the assets of the association be returned to its members, nor should they use some or all of the assets for their own benefit in any way.

### **13. Validity of the By-Laws**

The original version of these By-Laws was approved at the General Meeting held on 8 April 2006. An amended version was approved 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.

Further amendments were approved at General Meetings on 18 June 2016, 13 May 2017 and 26 May 2018.

This version was approved at the General Meeting held on 16 September 2025.

In case of discrepancy between language versions, the French version of these By-Laws shall prevail.

Geneva, 16 September 2025

Co-President

Co-President



Katja Fechteler

Tom Waterhouse