

## MENDED HEARTS EUROPE – STATUTES

### I. NAME, SEAT, PURPOSE, MEANS AND RESOURCES

#### Article 1 NAME AND DURATION

1.1 The "Association Mended Hearts Europe" (hereinafter "the Association"), previously constituted under the name "Association Mended Hearts Switzerland," is a non-profit association governed by these Statutes and, subsidiarily, by Articles 60 and following of the Swiss Civil Code ("CC").

1.2 Its duration is indefinite.

#### Article 2 SEAT

2.1 The Association's seat is in the Canton of Geneva.

2.2 The Association will be registered with the Register of commerce.

#### Article 3 PURPOSE

3.1 The Association is created to:

- To inspire hope and improve the quality of life of cardiovascular disease patients and their families through ongoing peer-to-peer support, education, and advocacy.
- Our association is built on three principles. These principles are Support, Education and Advocacy:
  - Support: To support cardiovascular disease patients and their families by creating an inclusive and compassionate community through meaningful connections so no one feels alone
  - Educate: To empower cardiovascular disease patients and their families by providing relevant education and resources that enable them to make better decisions about their healthcare.
  - Advocate: To energize and engage cardiovascular disease patients and their families through advocacy, enabling them to make informed decisions that improve their quality of life.

3.2 The Association has no profit purposes.

#### Article 4 MEANS

4.1 The Association may pursue all lawful activities to achieve its purpose.

In particular, the Association may undertake the following:

- Organisation of seminars
- Research and awareness-raising
- Publications
- Funding of other non-profit organisations active in the same field of activity

## Article 5 RESOURCES

- 5.1 Resources of the Association may come from donations, legacies, sponsorship, partnerships, public subsidies, membership fees, revenues generated by the Association's assets, as well as any other resources authorised by the law.
- 5.2 All resources of the Association shall be used exclusively for its not-for-profit purposes.

## **II. MEMBERS**

### Article 6 CATEGORIES OF MEMBERS

- 6.1 The Founders are the initial members of the Association.
- 6.2 The Association recognizes the following categories of membership:
- Active members
  - Adherent members (passive members)
- 6.3 Should the Association be required to register with the Trade Register, it shall keep a list of its members mentioning the name and surname or the company name, as well as the address of each member (art. 61a CC). The details of each member and any supporting documents shall be retained for five years after the member has been removed from the list (art. 61a para. 3 CC).

#### **A. ACTIVE MEMBERS**

### Article 7 ACTIVE MEMBERS

- 7.1 Active Members are individuals who are effectively involved in achieving the purpose of the Association by sitting on the Committee.

### Article 8 ACQUISITION AND LOSS OF ACTIVE MEMBERSHIP

- 8.1 Active membership shall be acquired by election by the Committee at the General Assembly
- 8.2 Active membership shall be lost in the event of the:
- a) End of term within the Committee,
  - b) Resignation, addressed in writing to the Chair within one month;
  - c) Dismissal and/or exclusion, pronounced by the General Assembly;
  - d) Death.

#### **B. ADHERENT MEMBERS (passive members)**

### Article 9 ADHERENT MEMBERS (passive members)

- 9.1 Adherent members (passive members) shall consist of individuals or legal entities who have an interest in the purpose and the activities of the Association and wish to support them.

Article 10 ACQUISITION AND LOSS OF ADHERENT MEMBERSHIP (passive membership)

- 10.1 Any individual or legal entity interested in the purpose of the Association may submit a written application for admission to the Association as adherent member (passive member).
- 10.2 The Committee shall review adherent membership applications before submitting them to the General Assembly for approval.
- 10.3 Adherent membership (passive membership ceases:
- a) upon the resignation of the member addressed to the Committee at least 6 months before the end of the calendar year (art. 70 par. 2 CC);
  - b) upon death of the member if such member is an individual, membership being inalienable (art. 70 al. 3 CC); or
  - c) by exclusion decided by the General Assembly, without cause.

Article 11 MEMBERSHIP FEES & ASSOCIATION ASSETS

The General Assembly decides on the principle of membership fees and their amount.  
The membership fee for the current year remains payable by the outgoing Member.  
A resigning or dismissed member has no right to the Association's assets.

**III. ORGANISATION AND GOVERNANCE**

Article 12 BODIES OF THE ASSOCIATION

- 12.1 The bodies of the Association are:
- The General Assembly,
  - The Committee, and
  - The External Auditors, insofar as required by Swiss law.

**A. GENERAL ASSEMBLY**

Article 13 PRINCIPLES

13.1 The General Assembly is the supreme authority of the Association within the meaning of article 64 and seq. CC.

13.2 It is composed of all the members of the Association.

Article 14 POWERS

- 14.1 The General Assembly delegates to the Committee the power to administer and represent the Association.
- 14.2 The General Assembly remains with the following inalienable powers:
- Adoption and amendment of the present Statutes;
  - Nomination, supervision and revocation of the External Auditors;
  - Approval of annual reports and audited accounts;

- Admission and exclusion of members;
- Nomination, supervision, discharge and revocation of Committee members;
- Decision on the dissolution or merger of the Association; and
- Management of all matters that are not the responsibility of other bodies.

#### Article 15 MEETINGS

- 15.1 Ordinary meeting of the General Assembly. The Ordinary meeting of the General Assembly shall be held at least once a year.
- 15.2 Extraordinary meeting of the General Assembly. Extraordinary meeting of the General Assembly may be called by the Committee or of at least 20 percent of all members, in accordance with article 64 para. 3 CC.
- 15.3 Convocation. The Committee shall convene the meetings of the General Assembly 30 days in advance. The agenda of the meetings must be sent with the invitations. The invitations may be sent by post or by e-mail.
- 15.4 Quorum. The General Assembly is validly instituted if at least half of the active members are present.
- 15.5 The Chair. The Chair, and in his/her absence the Deputy Chair (as defined in article 19 below), shall chair the meetings of the General Assembly.
- 15.6 Meeting modes. Meetings can be held (i) onsite, whether in Switzerland or abroad, (ii) by visio conference, or (iii) in a hybrid manner (mix of onsite and visio conference), provided that all requirements for onsite General Assembly are fulfilled.
- 15.7 Independent representative. The appointment of an independent representative is not necessary for meetings taking place in Switzerland, online or in a hybrid form. For meetings held abroad, an independent representative shall be appointed, unless all members waive this requirement.

#### Article 16 DECISION AND VOTING RIGHTS

- 16.1 Voting rights. Each active member shall have one vote at the General Assembly. Passive members have an advisory capacity at the General Assembly.
- 16.2 Process. Voting takes place by a show of hands or through an electronic voting process. Upon request of at least one fifth of the active members, votes may be held by secret ballot.
- 16.3 Majority of vote. All decisions of the General Assembly shall require a majority of all votes expressed, insofar as the present Statutes do not provide for a different majority.
- 16.4 Conflict of interest. In accordance with Article 68 of the Swiss Civil Code, a member may not vote on decisions relating to a matter or legal proceeding of the Association where he, his spouse or his relatives or direct relatives are a party to the matter.
- 16.5 Minutes. The meetings of the General Assembly and its decisions are recorded in the minutes.

## **B. THE COMMITTEE**

### Article 17 PRINCIPLES

- 17.1 Role and powers. The Committee is the executive body of the Association. It is entitled and responsible to administer the Association's activities and to represent it in accordance with the Statutes (Art. 69 CC). In particular, the Committee shall adopt all measures required to achieve the Association's purpose, ensure the correct application of these Statutes and any other internal regulations, administer the Association's property, assets and resources, keep the accounts, appoint and supervise a director, if required, and convene and organise the General Assembly.
- 17.2 Pro-bono. Members of the Committee shall act on a pro-bono basis and may only claim reimbursement of their actual costs and travel expenses. Potential attendance fees may not exceed those paid to official committees of the Canton of Geneva. For activities that exceed the usual scope of their function, each Committee member may receive appropriate compensation. Paid employees of the Association may only sit on the Committee with advisory capacity.

### Article 18 APPOINTMENT OF THE COMMITTEE

- 18.1 The initial Committee is appointed by the founders.
- 18.2 Subsequently, new members of the Committee shall be appointed by the General Assembly.

### Article 19 COMPOSITION

- 19.1 The Committee shall be composed of at least three members.
- 19.2 The Committee designates amongst its members a Chair, a Deputy Chair as well as any other function as it may deem necessary.
- 19.3 At least one member of the Committee, with individual signatory powers, or two members with power of collective signatory powers, must be domiciled in Switzerland and have access to the list of members (art. 69 par. 2 CC).

### Article 20 TERM

- 20.1 Committee members are elected for a two-year term and may not serve more than three consecutive terms in the same position.

### Article 21 REMOVAL AND RESIGNATION

- 21.1 Removal. Committee members may be removed by the General Assembly for just cause, in particular if the Committee member has violated his/her duties towards the Association or if the Committee member is not in a position to exercise his/her functions properly.
- 21.2 Resignation. Members of the Committee may resign at any time by submitting a written resignation to the Chairman of the Committee, specifying the date on which their resignation will take effect.

- 21.3 Vacancy during mandate. In case of dismissal or resignation during the mandate, the Committee may appoint a replacement member by co-option, until the next General Assembly.

#### Article 22 DELEGATION AND REPRESENTATION

- 22.1 Delegation. The Committee is entitled to delegate certain of its tasks to one or more of its members, including to sub-committees, to third parties or to employees hired by it.
- 22.2 Representation. The Committee designates the individuals authorized to represent and bind the Association.

#### Article 23 COMMITTEE-MEETINGS

- 23.1 Meetings. The Committee shall meet as often as necessary, but at least once per year.
- 23.2 Process. Members of the Committee may validly participate in a meeting of the Committee and take decisions in person, by video or telephone conference or by any other means decided by the Committee. In-person meetings can take place in Switzerland or abroad.
- 23.3 Convocation. The Chair of the Committee shall convene meetings of the Committee at least fifteen days in advance. In urgent circumstances, the Chair may convene the Committee with three days' notice, where justified by urgent circumstances.

#### Article 24 DECISION MAKING

- 24.1 Votes and majority. Each member of the Committee shall have one vote. Decisions are taken by a simple majority of all members present, as long as the present Statutes of the Association do not provide for a different majority. In the event of a tie, the Chair shall have a casting vote.
- 24.2 Decisions by circular letter. Decisions of the Committee may also validly be taken by written resolution, including by email.
- 24.3 Minutes. The Committee's meetings and decisions will be recorded in the minutes of the Committee.

### **IV. MISCELLANEOUS AND FINAL PROVISIONS**

#### Article 25 SECRETARIAT

- 25.1 The Committee may create a secretariat and/or appoint a Director to manage the day-to-day affairs of the Association.

#### Article 26 EXTERNAL AUDITORS

- 26.1 Compulsory body. To the extent required by Swiss law, the General Assembly shall appoint an external and independent auditing body (auditor) in charge of (i) verifying the annual accounts of the Association and submitting a detailed report to the General Assembly and (ii) ensuring that the Association's statutory rules (Statutes and internal regulations) are respected.

26.2 Optional body. Should the Association not be required to appoint an external auditor, it may nevertheless decide to appoint one or more auditors, independent of the Committee, who shall prepare a report for the attention of the General Assembly.

#### Article 27 BOOKKEEPING

27.1 Accounts. The Committee shall prepare financial year accounts as required by applicable laws.

27.1 Fiscal year. The fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

#### Article 28 LIABILITY

28.1 The Association is solely liable for its debts, which are guaranteed by its assets, to the exclusion of all individual responsibility of its members.

#### Article 29 DISSOLUTION

29.1 The Association may only be dissolved by a two-third majority vote of the General Assembly.

29.2 In such a case, the Committee shall proceed with the liquidation of the Association.

29.3 The assets of the Association shall be used in the first instance to pay off its creditors.

29.4 Remaining assets will be entirely assigned to a non-profit entity pursuing similar public interest purposes and benefiting from tax exemption.

29.5 In no event may the assets of the Association be returned to the founding members, members nor their heirs, nor should they use some of all of the assets for their own benefit in any way.

*These Statutes cancel and replace the previous Statutes, dated June 26, 2023*