

B Y – L A W S of Sagittaria

The Swiss Association for Nature Conservation in Argentina

Art. 1: Name

Under the name Sagittaria, Swiss Association for Nature Conservation in Argentina, a politically and religiously neutral association exists in accordance with Articles 60 et seq. of the Swiss Civil Code (ZGB), with its registered address in Baden.

Art. 2: Purpose

The association Sagittaria is committed to nature conservation and the preservation of flora and fauna in Argentina. It pursues exclusively non-profit objectives.

Art. 3: Key Activities

Sagittaria purchases Atlantic rainforest and transfers it to the indigenous Mbyá communities as legal entities. Argentine law permits the sustainable use of the forest by the indigenous population as the basis of their traditional way of life but strictly prohibits any commercial exploitation. This approach ensures the long-term protection of the forest.

Additionally, in cooperation with the Argentine foundation *Fundación Federico Wildermuth*, Sagittaria supports the preservation of flora and fauna in the phytogeographical region of the Pampas. The two partner organizations have successfully established a nature reserve and an ecologically sustainable agricultural enterprise in the province of Santa Fe.

Sagittaria maintains an exchange of information with Argentine conservation organizations as well as other relevant institutions, universities, and governmental authorities in Argentina.

As part of its fundraising activities in Switzerland, the association informs members and the public about its activities through digital and print media, as well as information and charity events.

Art. 4: Membership

The association consists of:

- Individual members
- Family members and couples
- Youth members and students
- Honorary members
- Collective members (legal entities such as associations, companies, etc.)

Membership admission is decided by the Board of Directors.
Members are generally required to pay dues (see also Art. 5).

Art. 5: Honorary Members

Persons who have rendered exceptional service to the association's objectives may be appointed as honorary members by resolution of the General Assembly. The Board of Directors submits the corresponding proposal.

Honorary members are exempt from paying annual membership fees.

Art. 6: Resignation and Expulsion

Members wishing to resign must submit a written notice and remain liable for the full membership fee for the current fiscal year.

Members who act in gross contradiction to the association's interests may be expelled by resolution of the General Assembly upon recommendation of the Board of Directors.

Art. 7: Governing Bodies

The governing bodies of the association are:

- The General Assembly
- The Board of Directors
- The Auditors

Art. 8: General Assembly (GA)

The ordinary annual General Assembly (also referred to as the Association or Members' Meeting) is usually held in December.

Extraordinary General Assemblies may be convened by resolution of the Board of Directors or at the request of one-fifth of the members. The Board must hold an extraordinary GA within six weeks of receiving such a request.

The invitation to the GA must be sent to members at least ten days before the meeting.

The Board has the right to defer motions submitted by members later than four weeks before the GA until the next GA.

The ordinary GA addresses the following agenda items:

- a) Approval of the protocol of the last GA
- b) Acceptance of the annual report
- c) Approval of the financial statements
- d) Election of the Board of Directors, the President, and the Auditors
- e) Consideration of motions from the Board and members
- f) Approval of the annual program
- g) Determination of the annual membership fee
- h) Determination of the Board's discretionary spending limit on a case-by-case basis
- i) Appointment of honorary members
- j) Amendments to the by-laws
- k) Miscellaneous

The items listed under lit. a, b, c, d, f, g and h must be addressed at every ordinary GA.

Art. 9: Voting Rights

All members aged 16 and older have voting rights at the GA.

Each attending member has one vote. Proxy voting is not allowed.

Decisions are made by a simple majority vote. In case of a tie, the President casts the deciding vote.

For elections, an absolute majority is required in the first round, and a relative majority in the second.

Art. 10: Board of Directors

The Board consists of at least five members and is elected annually by the GA. The President is appointed by the GA; the Board determines its internal organization, including the type of signatory authority. Board members and the President are eligible for re-election.

The Board represents the association externally and manages all matters not explicitly assigned to the GA.

For specific tasks, the Board may establish expert committees, which typically include at least one Board member.

Art. 11: Auditors

The GA elects one or more auditors annually. They review the financial accounts and submit a written report and recommendation to the GA. Auditors may be re-elected.

Art. 12: Finances

The association's income consists of membership fees, voluntary contributions, public subsidies, bank interest, compensation for services, other revenues.

Expenses are determined by the association's activities.

The Treasurer manages the association's accounts and bookkeeping.

Art. 13: Liability

The association's obligations are solely covered by its assets. Members have no personal liability.

Art. 14: Amendments to the By-Laws

Amendments to the by-laws require a two-thirds majority of voting members present at the GA.

Art. 15: Dissolution of the Association

The dissolution of the association requires a two-thirds majority vote of the GA participants. The invitation to the GA must include the reasons for dissolution and details on the procedure.

In the event of dissolution, the association's assets and documents will be transferred to another tax-exempt organization with similar objectives, based in Switzerland, or entrusted to the Baden municipal administration for safekeeping and management.

If a tax-exempt organization with similar objectives is re-established in Switzerland within five years, the Baden municipal administration shall transfer the assets and documents to this organization.

After this period, the assets shall be transferred to another tax-exempt organization with similar objectives and headquarters in Switzerland.

Art. 16: Final Provisions

These by-laws were approved by the General Assembly on March 8, 1996, and took effect immediately.

The revision concerning the annual election cycle was approved by the GA on November 20, 2008.

The revision regarding the rewording of Article 14(2) was approved by the GA on November 23, 2012.

A comprehensive revision, including a restructuring of Article 2 (Purpose) and Article 3 (Key Activities), was approved by the ordinary GA on December 4, 2024.

These by-laws were translated from their original German form into English.

Baden, December 4, 2024

The President:



Matthias Bernhard

The Secretary:



Paul Brodmann