

OceanCare Association Statutes

Contents

A.	Name, Registered Office and Objective, Duration	3
	Art. 1 Name	
	Art. 2 Registered office	
	Art. 3 Objective	
	Art. 4 Duration	
B.	Membership	3
	Art. 5 Types of memberships	
	Art. 6 Membership eligibility	
	Art. 7 Beginning and termination of membership	
	Art. 8 Rights of members	
	Art. 9 Obligations of members	
	Art. 10 Liability	
C.	Organization	5
	Art. 11 Administrative Bodies	
	Art. 12 General Meeting	
	a) Convocation	
	b) Resolutions	
	c) Agenda	
	d) Motions	
	e) Extraordinary general meetings	
	f) Ballot	
	Art. 13 Executive Committee	
	Art. 14 Auditor(s)	
	Art. 15 Publication organ	
	Art. 16 Scientific Advisory Board	
D.	Finances	8
	Art. 17 Resources	
	Art. 18 Joint signatory regulation	
E.	Final Provisions	9
	Art. 19 Amendments to statutes	

Art. 20	Dissolution of the Association
Art. 21	Application of liquidation results
Art. 22	Legal foundation
Art. 23	Effective date of these statutes

A. Name, Registered Office and Objective, Duration

Art. 1 Name

Under the name

OceanCare Association

(hereinafter referred to as the "OceanCare Association" or the "Association")

there exists a corporately organized association according to Art. 60 et seq of the Swiss Civil Code.

Art. 2 Registered office

The OceanCare Association is seated in Wädenswil/ZH, Switzerland

Art. 3 Objective

The OceanCare Association is a politically independent nonprofit organization whose objective is to promote sustainable

worldwide recognition and respect for cetaceans and their right to freedom and well-being.

Art. 4 Duration

The life span of the Association is unlimited.

B. Membership

Art. 5 Types of memberships

The Association offers the following categories of membership:

- Children and youth under 18
- Adults
- Families
- Legal entities
- Honorary and free members

Art. 6 Membership eligibility

Regular membership is open to any natural persons and/or legal entities who subscribe to the objective of the Association as defined above.

Art. 7 Beginning and termination of membership

- Basically, **membership** to the OceanCare Association can begin at any time. The OceanCare Association shall deem the payment of complete annual association dues as an application for membership.

Upon receipt of the first payment of membership dues, the Executive Committee of the OceanCare Association shall decide on the admission of an applicant, and shall confirm such admission to the applicant, accompanied by a copy of these Statutes, within one month's time of receiving the aforementioned dues.

Should an applicant be denied admission, the Association shall refund the membership dues paid by the respective applicant at the latter's request.

- **Membership may be cancelled** at any time without any additional formalities except a written or oral communication to the Association's Executive Committee.
- **Failure to pay the annual statutory membership dues** shall result in cancellation of membership. Cancellation of membership shall become legally effective three months following expiration of the payment deadline set by the Executive Committee and without any further communication to the member.
- Finally, when a member has infringed against the objective of the

Association, and/or has in any way damaged the reputation of the OceanCare Association, he or she may also be excluded by a resolution adopted at a General Meeting.

Art. 8 Rights of members

Each member shall have the right to:

- participate in all events organized by the OceanCare Association as well as attend the Association's General Meetings;
- make motions to the Executive Committee and at the General Meeting;
- exercise voting rights in all Association ballot procedures;
- receive periodic member information without being asked and which will be delivered to the latest address reported to the Executive Committee.

Art. 9 Obligations of members

Each member shall be obligated to:

- punctually fulfill his/her financial obligations to the OceanCare Association.

Honorary and free members shall be exempt from this financial contribution.

Art. 10 Liability

The OceanCare Association shall be exclusively liable to fulfill its obligations using Association assets; however, it shall reserve a right of recourse towards Association members for events which the latter may be personally held responsible for.

C. Organization

Art. 11 Administrative Bodies

The OceanCare Association has the following administrative bodies:

- 1. General Meeting**
- 2. Executive Committee**

3. Auditor

Art. 12 General Meeting

a) Convocation

The General Meeting is the highest administrative body of the Association and shall be convoked by the Executive Committee in writing or by publication in the Association's organ at least 30 days prior to the date set for the Meeting.

b) Resolutions

Provided these Statutes do not stipulate otherwise, a simple majority shall be required for all ballot procedures and elections. In the event of an inequality of votes, the President, i.e. the election supervisor, shall have the casting vote.

Voting procedures are usually carried out in an open ballot, however, the decision to hold a secret ballot can be made by a simple majority at the Meeting.

c) Agenda

The agenda of the General Meeting shall include the following:

- 1. Attendance record
- 2. Election of tellers
- 3. Approval of minutes of previous General Meeting
- 4. Summary of member mutations
- 5. Acceptance of the President's annual report
- 6. Acceptance of the Project Manager's annual report
- 7. Annual statement of accounts from the Financial Officer
- 8. Auditor's report
- 9. Acceptance of the annual statement of accounts
10. Discharge of the Executive Committee and the auditor
11. Approval of the budget, including fixation of annual dues for member categories, pursuant to Art. 5.
12. Elections and/or dismissals:
 - a) of the President
 - b) of remaining Executive Committee members
 - c) of the Auditor
13. Testimonials
14. Amendments to Statutes (if applicable)

15. Resolutions on motions

16. Varia

d) Motions

Any motions to be presented to the General Meeting must be submitted to the Executive Committee in writing no later than 10 days prior to the meeting.

e) Extraordinary general meetings

Extraordinary general meetings are convoked by a resolution of the Executive Committee, or when requested by at least 20% of the members entitled to vote. Extraordinary general meetings must be convened within 30 days.

f) Ballots

The Executive Committee has the discretionary power to decide on whether a written ballot should be conducted instead of holding an annual general meeting. A written ballot must be announced either in the Association's organ or in writing no later than 30 days prior to the publication of the voting documents in order to safeguard the right of members to make motions.

In such case, the respective agenda pursuant to Art. 12 (c) above, as well as the names of those persons recommended for election, shall be published either in the Association's organ or sent in writing to all members. Within 30 days following receipt of the document(s) members must voice their opinion on the specific document(s) in question by filling out the voting card also supplied by the Executive Committee and sending it to the Association's address.

According to Art. 12 (b) a simple majority (so-called ballot vote) is required for the individual voting documents and elections to be validated.

Art. 13 Executive Committee

The OceanCare Association is managed by the Executive Committee that also represents the Association, prepares and transacts all business, implements the resolutions passed by the General Meeting and handles all current matters.

The Executive Committee is composed of at least five members and shall constitute itself, except when electing the president.

1. President

2. Vice President

3. PR Advisor

4. Financial Officer (Cashier)

5. Actuary

The duties and responsibilities of each individual Executive Committee member shall be specified and described in a function description.

If required, the Executive Committee can propose the establishment of new Executive Committee offices to the General Meeting; in particular, individual project managers can be appointed to the Executive Committee by a resolution made by the General Meeting.

Every member of the Association that is entitled to vote may be elected into the Executive Committee.

The Executive Committee must have a quorum of at least three members present in order to be legally competent to transact business. In a tie vote the President shall have the casting vote.

The Executive Committee is authorized to fill any possible vacancy in the Executive Committee on an interim basis up until the next General Meeting, with the exception of the office of president.

The staggered term of office amounts to three years.

Art. 14 Auditor(s)

The auditor consists of one or more professional auditors of annual accounts who are elected by the General Meeting. A trust company may also be elected as auditor.

The auditor(s) shall examine the annual financial statement and accounting records and prepare a report on the results for presentation at the General Meeting. Depending on the result of the audit, the auditor(s) shall request the General Meeting to accept or reject the annual financial statement.

Art. 15 Publication organ

The Association's official publication organ is **OceanCare-News** which is usually published biannually.

In order to promote the general interest in the objectives of the OceanCare Association, OceanCare News may also be sent free of

charge to other appropriate addresses in addition to the Association's members (e.g. animal protection organizations, authorities, etc.).

The title of the Association's organ may be changed by a resolution of the Executive Committee.

Art. 16 Scientific Advisory Board

Whenever necessary, the Executive Committee can appoint scientific advisers either temporarily or permanently to help it realize individual association objectives.

D. Finances

Art. 17 Resources

The OceanCare Association procures its resources from:

- a) fixed membership dues
- b) donations, contributions from sponsors and legacies
- c) revenues from targeted campaigns and events

Art. 18 Joint signatory regulation

The President or the Financial Officer of the OceanCare Association shall each have joint power of signature on all bank and postal accounts, together with another member of the Executive Committee.

E. Final Provisions

Art. 19 Amendments to statutes

Any amendments to these Statutes shall require a two-thirds majority of participants with voting rights at a General Meeting, respectively a two-thirds majority of all ballots received in a postal ballot.

Art. 20 Dissolution of the Association

The dissolution of the Association shall require a resolution of a General Meeting. Two-thirds of those present must agree with the dissolution.

A postal ballot is ruled out.

Art. 21 Application of liquidation results

Should the decision be made to dissolve the OceanCare Association, then all assets must be liquidated and all outstanding obligations must be paid.

Any remaining assets of the Association following liquidation shall be given to an animal protection organization in Switzerland that deals with the ocean and its inhabitants.

Art. 22 Legal foundation

Any unforeseen cases or events not covered by these statutes shall be handled by the Executive Committee and by safeguarding the interests pursuant to Art. 60 et seq ZGB.¹

Art. 23 Effective date of these Statutes

These Statutes were approved by the General Meeting of the Association held on March 12, 2005, and shall become effective immediately, replacing those dated October 3, 1996.

Wädenswil, April 4, 2006

For the Board of Directors:



Sigrid E. Lüber
President OceanCare Association

¹ Zivilgesetzbuch = (Swiss) Civil Code