

OCEANCARE STATUTES



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A. Name, Registered Office, Mission, Duration

Art. 1 •

Name

Under the name

Verein OceanCare

(Hereinafter referred to as "OceanCare" or "organisation") exists an association organised as a corporate body within the meaning of Art. 60ff. Swiss Civil Code.

Art. 2 • Registered Office

OceanCare has its headquarters in Waedenswil, Switzerland.

Art. 3 • Mission

OceanCare is committed to marine wildlife and ocean protection worldwide. Its focus is on animal and species protection as well as the conservation of marine habitats.

Through research and conservation projects, environmental education campaigns and intensive involvement in international committees, the organisation undertakes concrete steps to improve living conditions in the world's oceans. In doing so, OceanCare pursues a solution-oriented and scientifically based approach. OceanCare collaborates closely with international partner organisations and leading scientists and promotes responsible behavior towards the environment among the general public. OceanCare is a non-profit, non-political, and non-denominational organisation.

Art. 4 • Duration

The duration of the organisation is unlimited.



B. Membership

Art. 5 • Types of membership

The organisation offers the following categories of membership:

- · Adults/families
- Honorary members

Art. 6 •

Membership eligibility

Any private individual who ethically identifies with the purpose of OceanCare as well as any legal entity whose bodies ethically identify with the objectives of OceanCare may become a member.

Art. 7 •

Beginning and end of membership

- In principle a membership of OceanCare can commence at any time. The payment of the full annual membership fee for the current fiscal year shall be deemed to constitute membership of OceanCare.
- A resignation may be submitted at any time without further formalities by giving written or verbal notification to the organisation. Any contribution already paid shall remain with OceanCare.
- The automatic termination of membership due to non-payment of dues shall apply to members who fail to pay their statutory annual subscription. The termination of membership shall automatically take effect three months after the expiry of the deadline set by the Board of Directors for the payment of dues, without further notice to the member.
- Finally, a member may be expelled by the General Assembly if he or she has violated the purpose of the Association or has damaged the reputation of OceanCare in any way.

Art. 8 •

Rights of members

Each member has the right to:

- participate in all events organised by OceanCare as well as to attend the General Assembly;
- submit proposals to the Board of Directors and at the General Assembly;



- exercise voting rights in all ballot proceedings of the organisation;
- receive periodic member information without having to request it, which will be sent to the last address given to the Board of Directors.

Art. 9 Obligations of members

Each member is obliged to:

- fulfill his/her financial obligations to OceanCare punctually.
- Honorary members are exempt from the obligation to pay fees.
- provide email and postal addresses to the Board of Directors and update them in the event of changes

Art. 10 🛕 Liability

The liabilities of OceanCare shall be borne exclusively by the organisation's assets.

C. Organisation

Art. 11 Governing organs

OceanCare has the following governing organs:

- 1. General Assembly
- 2. Board of Directors
- 3. Auditors

Art. 12 General Assembly

a) Convocation

The General Assembly is the highest governing organ of the organisation and shall be convened by the Board of Directors in writing or by publication in the organisation's magazine at least 30 days prior to the date set for the meeting.



b) Resolutions

Unless otherwise provided for in these Articles of OceanCare, all voting and elections shall be decided by a simple majority of the votes cast. In the event of a tie, the President or the meeting chairperson shall be decisive. As a rule, voting shall be open. A majority of the General Assembly may decide to vote by secret ballot.

c) Agenda

The General Assembly shall include the following agenda items:

- 1. Roll call
- 2. Election of the meeting chairperson and the vote counters
- 3. Approval of the minutes of the previous meeting of the General Assembly
- 4. Acceptance of the Annual Report
- 5. Annual Financial Statement
- 6. Auditor's report
- 7. Acceptance of the annual financial statement
- 8. Discharge of the Board of Directors and the auditor
- 9. Presentation of the organisation's budget
- 10. Review and confirm annual dues for the member categories, pursuant to Art. 5.
- 11. Elections and/or discharge:
 - a) of the President
 - b) of the remaining members of the Board of Directors
 - c) of the Auditors.
- 12. Amendments to the organisation's Statutes (if applicable)
- 13. Voting on submitted proposals
- 14. Various

d) Proposals

Proposals to the General Assembly must be submitted in writing to the Board of Directors at least 10 days before the date of the meeting.

e) Extraordinary General Assemblies

Extraordinary meetings of the organisation shall be convened by resolution of the Board of Directors or when requested by at least 20% of voting members. Extraordinary meetings of the organisation must take place within 30 days.

f) Ballots

At the discretion of the Board of Directors, it may hold a written ballot in lieu of the annual regular meeting of the organisation. This written ballot must be announced either in the organisation's magazine or by letter at least 30 days prior to publication of the proposed ballot, thereby preserving the right of members to submit proposals.



In this case, the relevant agenda items pursuant to Art. 12, lit. c, as well as the names of the persons proposed for election shall be presented either in the organisation's magazine or by a letter to all members. After receipt of the voting documents, members must send their votes on the individual proposals to the address of the organisation within 30 days by means of the provided voting card.

In accordance with Art. 12, lit. b, the majority decision of the vote (so-called ballot) shall apply for the decision on submitted proposals and to confirm elections.

g) Online General Assemblies

In special circumstances, the Board of Directors may also hold the General Assembly virtually. This must be announced at least 30 days prior to posting the voting documents either in the organisation's magazine, by letter or in the members' section on the website, thereby ensuring that the members' right of petition is preserved.

Under these circumstances, the Board of Directors must ensure that a discussion and a voting and election procedure are guaranteed by electronic means. The discussion may also take place before the virtual meeting, for example by email. Alternatively, members may exercise their votes by means of a voting card to be provided by Board of Directors. The voting card shall be sent to the address of the organisation and will be counted, provided that it is received no later than the day before the organisations General Assembly.

In accordance with Art. 12, lit. b, the majority decision shall apply when voting on submitted proposals and elections.

Art. 13 • Board of Directors

OceanCare is managed by the Board of Directors, which represents the organisation externally. Board of Directors is responsible for the preparation and execution of the business and resolutions of the General Assembly of the organisation as well as for all current or operational matters.

The Board of Directors consists of at least five members and shall elect its own members, except for the election of the President.

- 1. President
- 2. Vice President
- 3. Treasurer
- 4. Actuary
- 5. Advisory body

The duties of the individual members of the Board of Directors are set out in a list of duties.



If necessary, the Board of Directors may request the organisations General Assembly to create new Board positions.

Every member of the organisation who has voting rights may be elected onto the Board of Directors.

The Board of Directors has a quorum if at least three of its members are present. In the event of a tie, the President shall have the casting vote.

The Board of Directors is entitled, except for the election of the President, to fill any vacancy on the Board of Directors on an interim basis until the next General Assembly.

The term of Board of Directors position is three years and elections are staggered.

Art. 14 Scientific Advisory Board

Whenever necessary, the Board of Directors may appoint scientific advisers either temporarily or permanently to assist it in achieving individual objectives of the organisation.

Art. 15 • Auditors

Auditors are elected for three fiscal years. Their term of office ends with the acceptance of the last annual financial statement. Re-election is possible under the conditions of Art. 69b Swiss Civil Code in conjunction with Art. 730a Federal Act on the Amendment of the Swiss Civil Code.

One or more individuals, legal entities or partnerships may be elected as Auditors. At least one member of the Auditors must have his domicile or Registered Office or a registered branch in Switzerland.

The Auditors conduct an annual limited audit (review) in accordance with Art. 69b Swiss Civil Code i.V.m. Art. 729a Federal Act on the Amendment of the Swiss Civil Code and prepare a report for the attention of the organisation's General Assembly in accordance with the requirements of Art. 69b Swiss Civil Code in conjunction with Art. 729a Federal Act on the Amendment of the Swiss Civil Code. Art. 729b Federal Act on the Amendment of the Swiss Civil Code.

The Auditors must comply with the Auditors' independence provisions of Art. 69b Swiss Civil Code in conjunction with 727b Federal Act on the Amendment of the Swiss Civil Code and 729 Federal Act on the Amendment of the Swiss Civil Code as well as with the requirements of the Audit Supervision Act of December 16, 2005.

The General Assembly of the organisation may only pass resolutions pursuant to Art. 12 para. c) items 5, 6, 9 and 10 when it has received the audit report on the limited audit.





Art. 16 • Official Publication

OceanCare's official publication is the magazine "Wissen", which appears regularly

To promote general interest in the purpose of OceanCare, the magazine "Wissen" may be sent free of charge to other appropriate addressees in addition to its members.

By decision of the Board of Directors, the title of the magazine of the organisation may be changed.

D. Finances



Art. 17 • Revenues

The income from OceanCare consists of:

- a) fixed membership fees
- b) donations, patronage contributions and legacies
- c) foundation contributions
- d) revenues from purpose-driven campaigns and events



Art. 18 • Titel Signatory Regulations

One member of the Board of Directors and the Managing Director or two members of the Board of Directors shall sign collectively on all bank and postal account transactions of OceanCare.

E. Final Provisions



Art. 19 • Amendments to Statutes

Any amendment to the articles of the statutes shall require a two-thirds majority of the voters present at a General Assembly of the organisation, or, in the case of a vote by mail, a two-thirds majority of the ballots received.



Art. 20 Dissolution of the Organisation

The dissolution of OceanCare requires the decision of a General Assembly. Two thirds of the voters present must agree to the liquidation.

Voting by mail is ruled out.



Art. 21 • Appropriation of liquidation proceeds

If the dissolution of OceanCare is decided, all assets shall be liquidated and all outstanding liabilities shall be paid.

Following liquidation, the remaining assets of the organisation will be donated to an animal protection or partner organisation, which is concerned with the preservation of ocean and marine animals. This after being determined by the organisation's General Assembly in case of an agreed dissolution (see Art. 20 Dissolution of the Organisaton).

Art. 22 • Legal foundation

All cases not provided for or considered in these articles of organisation shall be handeled by the Board of Directors in compliance with Art. 60 ff Swiss Civil Code.

These statutes have been proved in the ballot vote of June 4, 2021 and replace those as amended on March 22, 2017. They take effect immediately.

These statutes have been translated from German. In case of ambiguity the German version shall prevail.

Waedenswil, June 4, 2021

For the Board of Directors:

Sigrid E. Lüber

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