

Statute

Association “Get Nature Positive”

I. General provisions

Art. 1 Name and registered office

Under the name “Get Nature Positive”, a non-profit association within the meaning of Art. 60 ff. ZGB with its registered office at the domicile of the association's office.

Art. 2 Aim and purpose

- The association protects and promotes biodiversity in Switzerland by initiating and supporting the creation of nature areas and by implementing projects and activities that motivate, activate and enable various stakeholders to create and maintain nature areas.
- The association works closely with partners such as the public sector, NGOs, companies, associations and researchers to finance, implement and multiply its activities.
- The association does not aim to make a commercial profit.
- The Board of Directors performs its function on a voluntary basis.
- The association is politically and denominationally neutral.

II. Membership

Art. 3 Ordinary members

Legal entities and natural persons who support the aim and purpose of the Association in accordance with Art. 2 may become ordinary members of the Association.

Ordinary members make a contribution to the fulfillment of the tasks in accordance with Art. 2.

Art. 4 Admission of new members

- The Board of Directors decides on the admission of new members. It may refuse admission without giving reasons, in particular if support for the purpose of the Association is in question.
- A negative decision by the Board of Directors can be appealed to the General Meeting within 30 days of its announcement. The latter shall make the final decision without giving reasons.

Art. 5 Termination of membership

- Members may resign from the Association with six months' notice to the end of the year and must give written notice to the Board of Directors.
- A member may be expelled from the Association at any time if it no longer identifies with the aim and purpose of the Association or no longer fulfills its obligations to the Association.
- The decision to expel a member requires a simple majority of the Board of Directors. The decision of the Board of Directors can be appealed to the General Meeting within 30 days of its announcement. The latter shall make a final decision at the next meeting with a simple majority and without giving reasons.
- If representatives of legal entities resign, it is expected that a replacement will be appointed by the next General Meeting.

III. Finances

Art. 6 The financing of the Association's tasks

The Association finances its activities through

- membership fees
- Project contributions of all kinds, in particular from members, foundations, the public sector, companies and associations
- Income from partnerships, cooperations, services and service agreements
- donations and grants of all kinds, in particular from foundations, the public sector, companies, associations and private individuals.

Art. 7 Membership fees

The Association may charge a membership fee, the amount of which is determined by the General Assembly.

Art. 8 Liability and claim to the Association's assets

- Only the Association's assets shall be liable for the Association's liabilities. Personal liability of members is excluded as far as legally possible.
- Members have no claim to the Association's assets.

Art. 9 Financial year

The financial year runs from August 1 to July 31 of the following year.

IV. Organization

Art. 10 Organs

The bodies of the Association are

- the General Meeting,
- the Board of Directors,
- the office or management,
- auditors.

Art. 11 General Meeting

The General Meeting is the supreme body of the Association.

Art. 12 Convening of the General Meeting

- The General Meeting of Members shall be convened by the Board of Directors at least once a year.
- The Board of Directors may convene additional meetings.
- Additional meetings may be convened if one fifth of the members so request or if the Board of Directors arranges this.
- The invitation is issued at least 30 days before the meeting, stating the business to be discussed.
- Any member may request in writing that further business within the remit of the meeting be dealt with no later than 10 days (working days) before the meeting. The members must be informed of such requests immediately.
- Meetings may be convened by electronic means.

Art. 13 Responsibilities of the General Meeting

The General Meeting has the following responsibilities:

- Determining the strategic direction,
- Election of the President
- Election of the members of the Executive Board,
- Election of the office,
- Election of the auditors,
- Approval of the annual report and the annual financial statements,
- Discharge of the Board of Directors,
- Resolution on the budget,
- Amendments to the Articles of Association,
- Admission and exclusion of members if the decision of the Board of Directors is referred to the General Meeting,
- Convening and dismissal of the association's bodies,
- Resolution on a merger of the association,
- Resolution on the dissolution of the association.

Art. 14 Procedure at the general meeting

- The General Meeting decides by a simple majority.
- Votes and elections are open unless the meeting decides on a secret ballot or election.
- The resolutions of the meeting must be recorded in the minutes.
- Resolutions may be passed by circular (by letter, e-mail or electronic voting platform).
- The General Meeting may be held by electronic means.

Board of Directors

Art. 15 Composition and term of office

- The Board of Directors constitutes itself, with the exception of the presidency.
- A member of the Board of Directors may be represented by a person appointed in advance, whereby it must be ensured that the representative has the necessary decision-making authority.
- The members of the Board of Directors are elected for a term of office of four years.

Art. 16 Responsibilities

The Board of Directors has the following responsibilities:

- Election of the office or appointment of the managing director,
- Preparation of the General Meeting,
- Admission and exclusion of members, subject to referral to the General Meeting,
- Adoption and amendment of specifications and regulations relating to the office,
- The Board of Directors decides on the measures and activities within the framework of the Association's strategy,
- The Board of Directors decides on the use of funds in accordance with Appendix 1,
- Decisions submitted to the Board of Directors by the Executive Board
- The Board of Directors may form committees and commissions to carry out its business.

Art. 17 Procedure

- The Board of Directors shall meet at the invitation of the Executive Committee or at the request of a member of the Board of Directors. The invitation shall be issued at least 7 days before the meeting, stating the business to be discussed.
- The Board of Directors is quorate if the majority of its members or at least two of its members are present. Members who participate in the meeting via conference call are deemed to be present. Written opinions expressed by absent members are brought to the attention of the Board of Directors by the Chairman's Office so that they can be included in the decision-making process in an advisory capacity. Each member of the Board of Directors has one vote. The Executive Committee has a casting vote (casting vote in the event of a deadlock). The resolutions must be recorded in the minutes.
- If the Board of Directors decides on a matter that is not on the agenda, any member of the Board of Directors may request that this item be placed on the agenda for the next meeting within 7 days of receiving the minutes.
- The Board of Directors may pass resolutions by circular letter.

Art. 18 Presidium

The President chairs the meeting and represents the Association externally together with the office.

Art. 19 Office

- The management participates in the association meetings and board meetings in an advisory capacity and with the right to submit proposals.
- The management is responsible for all administrative tasks and for managing all business and the association's accounts, reporting on accounts and activities and preparing the annual budget.
- The specific tasks of the management office are defined by the Board of Directors in a specification of duties or in individual resolutions.
- The Executive Board is authorized to sign certain transactions within the scope of the signature regulations in accordance with Appendix I as part of the performance of operational tasks.
- The Executive Board is authorized to sign for the financial accounts within the scope of the signature powers in accordance with Appendix I.

Art. 20 Auditors

- The General Meeting shall elect a member or a legal entity as auditors for a term of office of four years.
- The auditors shall examine the bookkeeping and the annual financial statements by means of a limited audit, report to the General Meeting and submit proposals.
- It may inspect all accounting documents at any time in order to fulfill its duties.

V. Final provisions

Art. 21 Dissolution

- The General Meeting may decide to dissolve or merge the Association with a majority of three quarters.
- In the event of dissolution in accordance with (Art. 17 Para. 1), the Board of Directors shall liquidate the Association and transfer profits and capital to another legal entity domiciled in Switzerland that is tax-exempt on the grounds of charitable status or public purpose.

Art. 22 Entry into force

The association comes into existence with the adoption of the Articles of Association by the founding meeting and after the election of the Board of Directors.

Zurich, August 09, 2023

President

Vice President

For signatures see original German version

Felix Meier
Stiftung Pusch

Dominik Scheibler
Stiftung Nature & Wirtschaft

Appendix I

Signature regulations

1. Authorization to sign

In general, the members of the Board of Directors and, in certain cases, the management of the Get Nature Positive Association are authorized to sign.

2. Type of signature

2.1 *Principle of collective signature*

Legally significant documents such as the Articles of Association, contracts or agreements of CHF 5,000 or more must be signed collectively by two signatories.

- Contracts or agreements from CHF 5,000 to CHF 50,000 must be signed by two members of the Executive Board,
- Contracts and agreements of CHF 50,000 or more must be signed by one member of the Executive Board and one member of the Board of Directors,
- The Articles of Association must be signed by two members of the Executive Board.

The employee responsible for the content of a document signs first and to the right. The second signature on the left is the control signature for the content and also confirms the authority of the legal signatory.

2.2 *Exceptions to the principle of collective signatures*

The Board of Directors may grant exceptions to the principle of collective signatures for legally binding documents for the handling of day-to-day business or for certain business transactions.

2.3 *Individual signature*

Business transactions of less than CHF 5,000 may be signed by a member of the Executive Board or employees designated by them.