

*Unofficial translation - the German text is the official version*

## **Statutes of the association Cirkla**

### **A. Name and place of establishment**

#### **Art. 1 : Name**

The Cirkla Association is a non-profit association according to article 60 of the Swiss Civil Code. It is politically neutral and non-denominational.

#### **Art. 2 : Registered office**

The registered office of the association is located in the canton of Basel-Stadt. Its duration is indefinite.

### **B. Objective and purpose**

The reuse of building components and materials reduces construction waste, conserves resources, saves grey energy and reduces CO2 emissions from construction projects. By supporting and accompanying the reuse scene in Switzerland, Cirkla promotes a relocated, ecologically, socially and economically more sustainable building culture.

#### **Art. 3 : Objective**

The aim of the association is to promote re-use throughout Switzerland, in particular by

- Promoting the use of used building components and materials in construction projects
- Organising a network of mutual aid and cooperation
- Highlighting those involved in re-use
- Disseminating and mediating these practices to a wider public.

### **C. Membership**

#### **Art. 4 : Members**

The members are all natural or legal persons who adhere to the objectives of the association and pay an annual fee. Members can be natural persons, companies, educational and training organisations, associations, public institutions, foundations, etc. who, through their private or professional activity, participate in the development of reuse in Switzerland.

#### **Art. 5 : Procedure**

Natural or legal persons wishing to join the association must submit an application with a letter of motivation to the Executive Committee. The Executive Committee decides on the admission of members. A negative decision can be appealed within 30 days to the next General Assembly.

#### **Art. 6 : Rights and obligations**

- All members have the right to vote.
- Members have the right to make decisions in accordance with Article 75 of the Swiss Civil Code.

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- Membership obliges members to pay an annual fee in accordance with the fee system in force for the association.

## **Art. 7 : Resignation and exclusion**

Membership ends :

- In case of death
- By written resignation addressed to the Executive Committee, at least 30 days before the General Assembly
- By exclusion, pronounced by the Executive Committee in case of behaviour contrary to the objectives of the association
- In case of non-payment of the annual membership fee.

The decision of the Executive Committee may be contested within 30 days to the attention of the General Assembly.

## **D. Organs**

The organs of the association are

- The General Assembly (supreme body)
- The Executive Committee (executive body)
- The auditors (legal control body).

## **Art. 8 : General Assembly of the association**

- The General Assembly is the supreme body of the association. It is composed of all members and meets once a year in ordinary session. In addition, it may be convened if necessary, at the request of at least 1/5 of the members or at the request of the Board of Directors in extraordinary sessions. The General Assembly is valid regardless of the number of members.
- The invitation to the GA, including the agenda, must be sent to the members by e-mail or by post at least one month in advance.
- Proposals from members must be included in the agenda, if they reach the Executive Committee before the convocations are sent out.
- Proposals that are not on the agenda may be added to the agenda at the General Meeting - with the exception of requests for an extraordinary General Meeting - but no decisions may be taken on them.

#### **Art. 9 : Tasks of the General Assembly**

The tasks of the General Assembly are :

- To elect the President and the members of the Executive Committee. For the rest, the committee constitutes itself
- Election of the auditors
- Approval of the annual report
- Receipt of the auditor's report
- Discharge of the Executive Committee
- Approval of the annual budget
- Determination of the annual membership fee
- Decision on amendments to the statutes proposed by the Board of Directors
- Decision on the dissolution of the association.

#### **Art. 10 : General Assembly - Presidency**

The General Assembly is chaired by the President or a member of the Executive Committee.

#### **Art. 11 : General Assembly - Decisions**

- Decisions of the General Assembly shall be taken by a simple majority of the votes of the members present.
- In the event of a tie, the President's vote shall count double.
- If a member is unable to attend the General Assembly, he/she may give a proxy to a member of his/her choice. Each member may receive only one proxy.

#### **Art. 12 : General Assembly - voting**

Voting shall be by show of hands. Voting may be by secret ballot at the request of at least half of the members present.

#### **Art. 13 : The Executive Board**

The Executive Board is the executive body of the Association.

It is empowered to undertake all actions related to the purpose and administrative management of the association in relation to the day-to-day administration of the association. It manages the day-to-day business and represents the association externally.

The Executive Board may delegate its tasks to a director. A co-presidency is possible. The Executive Board constitutes itself.

#### **Art. 14 : The Executive Board - Composition**

The Executive board consists of different members, including

- Various actors in the field of reuse (designers, architects, teachers, entrepreneurs, researchers, politicians, etc.)
- Representatives of the three main linguistic regions of Switzerland (German-speaking Switzerland, French-speaking Switzerland, Ticino).
- The committee meets as often as the association's business requires.

#### **Art. 15 : The Executive Board - Conditions**

Employees of the association are not eligible for election to the association's executive committee. Members of the Executive Board work on a voluntary basis and are only entitled to an allowance for actual expenses and travel costs. For activities that go beyond the normal scope of their function, members of the Executive Board may receive appropriate remuneration.

#### **Art. 16 : The Executive Board - Function**

The Executive Board is responsible :

To take the necessary measures for the administration of the association

- To convene ordinary and extraordinary general meetings
- Decide on the admission/exclusion of members
- The application of the statutes, the drawing up of rules and the management of the association's assets

**Art. 17 : The Executive Board - Engagement**

- The association is validly committed by the collective signature of two members of the Executive Committee.
- The Executive Committee shall appoint the persons authorised to represent the association in the ordinary course of business and in banking transactions. They shall be responsible for the accounts.
- The quorum of the Executive Committee is reached when the majority of its members are present. If the quorum is not reached, a second meeting shall be held.

**Art. 18 : Auditors**

The management of the accounts is entrusted to the treasurer of the association and is audited annually by the elected auditors.

**E. Financing**

The financial year of the association shall coincide with the calendar year. The first financial year ends on 31 December 2020.

The resources of the association shall consist of

- Membership fees
- Donations, legacies and sponsorships
- Public and private subsidies.

**F. Liability and disputes**

**Art. 19 : Debts**

In accordance with art. 75a of the Swiss Civil Code, the association is solely responsible for its debts.

**Art. 20 : Disputes**

Disputes are decided by the general assembly. The use of mediation is preferred. In the event of legal proceedings, the competent court is the one in Basel.

**G. Dissolution**

**Art. 21 : Dissolution**

In the event of the dissolution of the association, the available assets shall be entirely donated to an institution of public interest. Under no circumstances may the assets be returned to the founders or members, nor may they be used in whole or in part and in any way whatsoever for their benefit.

**Art. 22 : Final provisions**

The present statutes replace the amended statutes of 16 September 2020.

The statutes were adopted at the universal assembly of the association on  
26.03.2021

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