

Statutes of the Association “Artemis Association for Animals”

Article 1 – Name and Registered Office

1. The association is named : “**Artemis Association for Animals**”.
2. The registered office of the association is located at: 4A, rue du Vieux-Village,
CH-1266 Duillier
3. For reasons of convenience, the association reserves the right to appear under several names, corresponding to the main areas of its activity:
 - a. Asociación Artemis para los Animales
 - b. Associazione Artemis per gli Animali
 - c. Artemis Association for Animals
 - d. Σύλλογος Ἀρτεμις για τα Ζώα
 - e. جمعية أرتميس للحيوانات
 - f. Associação Artemis para os Animais
 - g. Għaqda Artemis għall-Annimali
 - h. Shoqata Artemis për Kafshët
 - i. Udruga Artemis za Životinje
 - j. Artemis Hayvanlar Derneği

Article 2 – Purpose of the Association

The purpose of the Association is to end stray animal overpopulation in the Mediterranean through a strategic and sustainable approach.

Its primary objective is to finance and oversee mass sterilisation campaigns (Trap-Neuter-Vaccinate-Return - TNVR) in partnership with field actors, as the only method that is both humane and effective for stabilising and reducing populations.

To guarantee the impact and sustainability of its action, the Association builds its own operational capacity. To this end, it may recruit and employ staff, and support professional integration projects that contribute directly to the achievement of its primary objective.

Its model is based on radical transparency and measurable efficiency, transforming every contribution into a double-impact investment: for the animal cause and for the development of dedicated human skills.

Article 3 – Duration

The association is established for an unlimited duration.

Article 4 – Members

1. Membership is open to individuals who actively support the association's purpose and are approved by the committee.
2. The founding members are:
 - Eric Arnaboldi, domiciled in Switzerland
 - Abdullah Ahmed Khaled Al Ghafri, domiciled abroad
3. Donors, sponsors, or any person contributing financially do not become members and cannot sit on the committee.
4. Members have the right to participate in general assemblies, to vote, and to propose initiatives.
5. Membership may be terminated voluntarily or by decision of the committee in case of serious breach of the statutes or decisions of the association.

Article 5 – Internal Organization

1. The organs of the association are:
 - the General Assembly,
 - the Committee (executive).
2. Composition of the Committee:
 - Secretary General and Head of Western and Northern Mediterranean zones: Eric Arnaboldi
 - Head of Eastern and Southern Mediterranean zones: Abdullah Ahmed Khaled Al Ghafri
 - Other potential positions to be defined by the general assembly.
3. The committee is responsible for day-to-day management, legal representation, and implementation of general assembly decisions.
4. Committee decisions are made by simple majority, with the possibility of voting by videoconference if necessary.
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Article 6 – Finances

1. The association's resources come from:
 - donations and grants,
 - any other source approved by the committee.
2. The association is non-profit. Funds are used exclusively to achieve the association's objectives.
3. Members are not personally liable for the association's debts.

Article 7 – General Assembly

1. The general assembly is the supreme body of the association and meets at least once a year.
2. It approves the annual report, budget, and major orientations of the association.

Article 8 – Dissolution

1. The dissolution of the association may be decided by a two-thirds majority of members present at the general assembly and the committee's agreement.
2. In the event of dissolution, the remaining assets shall be allocated to another association pursuing similar objectives, according to the decision of the general assembly..

Article 9 - Remuneration of Members of Governing Bodies and Employment of Operational Staff

§1. General Principle of Non-Profit Status

The Association is governed by the principle of non-profit status. No member of the governing bodies may receive profits from the Association's activities. However, reimbursement of expenses actually incurred in the Association's interest and remuneration for actual work services, distinct from statutory functions, are authorized under the strict conditions defined below.

§2. Distinction between Voluntary Function and Paid Work Service

2.1. Functions exercised within the Committee are, in principle, performed on a voluntary basis.

2.2. A Committee member may, if necessary, be engaged by the Association under a written employment contract, separate from their statutory mandate, to perform specific and permanent operational functions essential to achieving the social purpose.

2.3. Remunerative operational functions must be clearly identified, described in a job description and correspond to a proven and permanent need of the Association (e.g., Field Operations Manager, Project Controller).

§3. Procedure for Engagement and Setting of Remuneration

3.1. Any decision to conclude an employment contract with a Committee member, as well as the setting of the terms of that contract (remuneration, duration, duties), must be submitted in advance for approval by the Ordinary General Assembly.

3.2. The member concerned is required to recuse themselves and leave the room during the debate and vote of the General Assembly on this matter. Their presence is not counted in the quorum and they do not take part in the vote.

3.3. The decision is adopted by simple majority of votes of members present or represented, excluding the member concerned.

3.4. The proposed remuneration must be justified, consistent with market practices for equivalent functions in the non-profit sector, and must not compromise the Association's financial balance.

§4. Specific Obligations and Management of Conflicts of Interest

4.1. The remunerated member cannot, in the context of their statutory functions, participate in any decision directly concerning the management, evaluation, or remuneration of their operational position.

4.2. They must declare any potential conflict of interest according to the internal regulations in force.

4.3. The employment contract may be terminated independently of the statutory mandate, and vice versa.

§5. Engagement of Non-Member Staff

5.1. The Association may recruit any other salaried staff or service providers, whether members of the Association or not, to carry out its missions.

5.2. The decision to hire and the setting of conditions for operational management positions (executives) are the responsibility of the Committee and are subject to a report to the General Assembly.

5.3. For other positions, the Board of Directors is authorized to decide.

§6. Transparency

6.1. All remuneration, allowances, and service contracts concluded with members of the governing bodies must be explicitly mentioned in the annual management report and in the accounts, presented to the General Assembly.

6.2. This information is available to any member of the Association upon motivated request.

Article 10 - Entry into Force

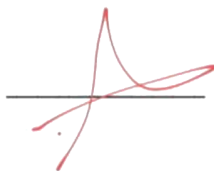
These statutes enter into force upon their adoption by the founding members and the signing of the minutes of creation.

Done at Duillier, on Monday, December 8, 2025

Signatures of the founding members:



Eric Arnaboldi



Abdullah Ahmed Khaled Al Ghafri