



# Statutes of the association

## Vitaminsea.blue

*The present statutes have been translated from French. They may contain phrase structure which can be subject to different interpretation. If there is any misunderstanding, kindly refer to the French document or contact Vitaminsea.blue.*

### Title One

#### Article 1: Name

Under the name of " association Vitaminsea. blue ", an association is constituted, governed by the present statutes and by the provisions of articles 60 and following of the Swiss Civil Code.

The association will be registered in Geneva, if necessary.

#### Article 2: Purpose and duration

Vitaminsea. blue conceives and accompanies sailing projects on board of sailing boats which belong to it or which are rented to third parties. The sailing projects can be socio-educational, discovery of oneself and others, formative (with a precise training goal) or pleasure. The goal is to make accessible to the greatest number of people the possibility to live a life experience on board a sailing boat.

The association wants to encourage nautical activities and sailing by allowing its members to realize sailing trips in the respect of the sea, the oceans and the nature.

She encourages and advocates sustainable collaboration throughout her trips but also before during the preparation and long after the crews have separated.

It may collaborate or participate with other like-minded organizations.

It puts a lot of emphasis on the formative aspect of nautical activities and encourages its members to share their passions and knowledge during them.

The association Vitaminsea. blue is committed through all its activities to protect and respect the aquatic flora and fauna. Moreover, it is committed to sensitize its members to this cause and in the respect of the sustainable economy.

The goals can be summarized as follows:

- a) Provide a framework for social integration for youth
- b) Provide a training framework
- c) Raise awareness of the current aquatic environment and ecological challenges
- d) Question the impact of our lifestyle on the current state of aquatic environments



- e) Create a social and mutual aid link
- f) To allow the greatest number of people to access the world of sailing

Vitaminsea. **blue** has an unlimited duration.

## Second title

Members (see attached table)

### Article 3: Becoming a member

The application for membership must be submitted with the appropriate documents to the committee, which decides on the admission of the person concerned.

The membership takes effect only after payment of the membership fee.

The membership of the association Vitaminsea.**blue is** open to natural or legal persons who accept the statutes and who apply for membership.

The application for membership should be addressed to the committee of the association Vitaminsea. **blue**. If it is a legal entity, the statutes and the contact person's details must be attached to the application. The committee decides on the admission. It can reject the application for membership without giving reasons and reserves the right not to enter into further discussion.

### Article 4: founding member

The association recognizes the quality of founding member to the persons who are at the origin of the project. Founding members do not have to pay annual dues.

A founding member who also meets other requirements may have the rights and obligations of other types of members (e.g., supporting, honorary, historical).

### Article 5: Active member

The association recognizes the quality of active member to natural persons. They pay an annual fee, the amount of which is determined by the general assembly. They have the possibility to sail on board the sailboats that the association operates for the organization of its activities or training projects at the rates in force on the site, decided by the general assembly.

### Article 6: Collective membership

The collective member concerns legal entities such as companies, associations, official bodies. They pay an annual fee, the amount of which is determined by the General Assembly.



## Article 7: Active Supporting Member

The supporting active member is an active member who has made available to the association an amount equal to one or more shares.

The social share is currently 5000.00 Euro or CHF (the choice of the currency is left to the member and the reimbursement will be made in the same currency as far as possible. The possible loss of exchange remains the responsibility of the applicant)

The active supporting member lends without interest or fees of any kind for a period of at least 2 years, and contributes annually in the same way as an active member.

### Rights :

- Each share lent by the active supporting members gives the right to a preferential rate of navigation for a maximum of 1 navigation for 1 person per year and per share. This is valid for the duration of the loan. This advantage ends as soon as the active supporting member obtains the repayment of the shares, or an exchange by mutual agreement that he proposes to the association Vitaminsea. [blue](#) (in case of a repayment by instalments, the privileges are kept according to the number of available shares)
- The active supporting member may also transfer his or her navigation at a preferential rate to a person of his or her choice, as long as that person is at least an active member

### Obligations :

- The supporting active member must apply to the association for reimbursement at least 1 year in advance for the end of the next fiscal year.
- An active supporting member who has loaned several shares has the right to request partial repayment of his or her shares within the period provided for in the articles of association.
- A member who is expelled from membership (e.g.: behaviour contrary to the fundamental values of the association or serious misconduct judged by the committee) will have his shares reimbursed within a maximum period of 5 years, regardless of whether he has applied for them or not. Upon expulsion, the member no longer has any privileges in the association. He/she is also not entitled to a refund of his/her annual membership fee.
- If the request for repayment of an Active Sustaining Member's shares, because of the circumstances in which it occurs, causes harm to the association or jeopardizes its existence, the Active Sustaining Member requesting repayment may pay fair compensation or propose an appropriate solution. (e.g., requesting a more staggered reimbursement or proposing a substitute who could bring in funds in his or her place). Legal remedies (including maritime law) remain reserved.

## Article 8: Collective support member

A sustaining collective member is a collective member who has the same rights and obligations as an active sustaining member. He/she contributes as a collective member.



However, it should be noted that one share entitles the holder to one trip at a reduced fare per year and for one person (e.g. a family of 4 persons wishing to come together for 1 trip and benefit from the reduced fare for all persons, is obliged to take out 4 separate shares). The concept of timesharing is de facto excluded.

#### Article 9: Historical Member

The historical member is an active member who has participated in one of the previous sailing trips between 2017 and 2020. He/she is entitled to the preferential rate for life and can, if he/she wishes, be accompanied by an active member who will benefit from the same rate for the duration of the stay. This right is not transferable.

The historical member may also enjoy the benefits of the active supporting member or honorary member, provided that he/she meets the conditions.

#### Article 10: Honorary member

The honorary member enjoys the same benefits as the active supporting member.

Honorary membership may be obtained in the following ways:

- An active supporting member decides to waive the reimbursement of his share(s). (He must inform the committee in writing).
- At the General Assembly, the members may elect a person to this position for various reasons.

#### Article 11: Responsibilities of members and bodies

The members are financially responsible to the extent of their annual membership fee. For the organs of the association, Swiss law is applicable.

#### Article 12: Loss of founding membership

The status of founding member can only be lost by exclusion for just cause by a two-thirds majority of the founding members present at the general meeting. A founding member who resigns retains his status as a founding member.

#### Article 13 : Leaving the association

- The committee can decide to exclude members who violate the purpose and the statutes of the association or who do not submit to its decisions or those of the committee. In addition, exclusion must always be decided by an absolute majority. If the member concerned is a member of the committee or a founding member, his vote is considered null and void.
- A member who wishes to leave the association must do so in writing and at least 3 months in advance for the end of the year, provided that the member does not own any more shares. Otherwise, it is possible to leave at the same time as the repayment of the last share.



- Membership shall cease upon the death of the member or the dissolution of the corporate member. In the case of an active supporting member, his or her shares will be reimbursed to the heirs within a maximum period of 5 years, unless the member has made a different request during his or her lifetime.
- In the event of dissolution of the association, membership lapses automatically.

## Title three

### Article 14 : Resources of the association

The resources of the association include:

- a) Annual membership dues;
- b) Donations, bequests, loans, allowances, advances and official or private subsidies that may be granted to it;
- c) Cash receipts related to its activities;
- d) Remuneration after mandates for activities related to the goals of the association;
- e) The products of its publications, projections or exhibitions;
- f) The fruits and revenues of the property of which it will have become the owner;
- g) Income from the sale of merchandise;
- h) Sponsorship.

## Title four

### Article 15: Bodies

The organs of the association are :

- a) General Assembly;
- b) Committee;
- c) Auditors;

### Article 16: The General Assembly

The General Assembly is the supreme power of the association. It is composed of all its members.

All members have a vote, the committee gives a voting recommendation.

Attribution:

- a) Names the committee;
- b) Auditors;
- c) Removes or appoints new voting members;
- d) Elects the President.

The general assembly decides sovereignly on all questions concerning the association.



It can if necessary modify the statutes of the association by a majority of 2/3 of its present voting members.

It decides on the dissolution of the association and confers on the committee the powers which would not have been foreseen by a qualified majority of 2/3 of the voting members present or represented.

#### Article 17: Frequency and progress

The general assembly meets at least once a year. It is chaired by the president.

An extraordinary general meeting may be convened at the request of the committee or when 1/5 of the members of the association so request in accordance with Article 64 paragraph 3 of the Swiss Civil Code.

Convocation: at least 1 month in advance in writing or any other means appropriate for the purpose.

A minimum quorum of 1/4 is recommended (mandatory for 100 members or more) and can be achieved by electronic voting.

Majority: all decisions are taken by a majority of the votes of the members present (and those who vote by correspondence) except for the particular cases provided for in article 16.

#### Article 18: The Committee

It is made up of founding or active members of the association. It includes at least a president and a secretary but at most 8 persons. It is elected by the general assembly. The mandates have a duration of three years, they can fall following a resignation or in case of force majeure. The replacement of a member is done by the committee or during a GA (extraordinary or not) for the mandate of the president. The vote of the president counts double in case of a tie.

Salaried employees of the association may serve on the committee in an advisory capacity only.

#### Article 19: Committee obligations

The committee administers the association with the help of the treasurer, manages the day-to-day business and presents an annual report to the general assembly.

Decisions of the Committee shall be by majority vote.

#### Article 20: representation of the association

The association is validly represented towards third parties by the individual signature of the president, the board member or the secretary.



## Article 21: Auditors

The General Assembly appoints two auditors for a period of 5 years who examine the accounts and carry out spot checks at least once a year. A deputy is appointed.

The accounts of the association are closed at the end of each fiscal year. The committee submits them to the auditors.

The auditors shall submit a written report on the status of the accounts each year.

## Title Five

### Various

## Article 22: Dates of the annual exercise

The fiscal year begins on January <sup>1</sup> and ends on December 31.

## Article 23: Annual Report

The annual report will be available to any member of the association upon written request to the committee. It may be consulted at the annual closing general meeting.

## Article 24 : Dissolution of the association

The dissolution of the association is decreed by a majority of two thirds of the voting members present or represented at the general assembly, provided that 1/4 of the members are present or represented.

In case of dissolution of the association, the available assets, after repayment of all debts and debtors, will be entirely allocated to an institution of public interest pursuing a similar goal to that of the Vitaminsea association. [blue](#)

## Article 25: Disputes

Any disputes that may arise during the life of the association or upon its dissolution/liquidation shall be decided by an arbitration tribunal.

Statutes adopted at the General Assembly on January 7, 2021 in Geneva.



## Article 26: "In Fine

For the rest, the provisions of articles 60 and following of the Swiss Civil Code are applicable.

The present statutes were adopted by the General Assembly on January 7, 2021

President Yorick Bernet

Secretary Balthazar Reyes

Councillor David Bichsel



## Rights and Obligations: Summary of Membership Types

Type of member	Annual fee	Rights & Privileges	Bonds
founding member	CHF 0.00	<ul style="list-style-type: none"> <li>• Creation of the association and validation of the original statutes</li> <li>• Navigate at standard rate</li> <li>• Participate in committee decisions</li> </ul>	
active member	CHF 100.00	<ul style="list-style-type: none"> <li>• navigate at standard rate</li> </ul>	
collective member	CHF 300.00	<ul style="list-style-type: none"> <li>• navigate at standard rate</li> </ul>	Send the articles of association of the legal entity, as well as a contact person
active supporting member	CHF 100.00	<ul style="list-style-type: none"> <li>• navigate at the preferential rate 1 trip / share per year</li> <li>• Recover your social share(s) after a minimum of 2 years</li> <li>• To assert the right to navigation at preferential rates to others</li> </ul>	Acquisition of at least one share
Collective support member	CHF 300.00	<ul style="list-style-type: none"> <li>• navigate at the preferential rate 1 trip / share per year</li> <li>• Recover your shares after a minimum of 2 years</li> <li>• To assert the right to navigation at preferential rates to others</li> </ul>	Acquisition of at least one share
honorary member	CHF 100.00	<ul style="list-style-type: none"> <li>• navigate at the preferential rate 1 trip / share per year</li> <li>• Asserting this right to others</li> </ul>	Donation of at least one share or Personal investment in the association
historic member	CHF 100.00	<ul style="list-style-type: none"> <li>• Lifetime sailing at preferred rate with 1 person of your choice</li> </ul>	having sailed in the past with Vitamin Sea or L'effetMer