



## STATUTES

### Having a Ball

#### *The Joseph Barnes Association for testicular cancer awareness*

#### **PREAMBLE**

After being diagnosed with testicular cancer in June 2021, Joseph (Joey) Barnes launched a podcast to chronicle his battle with this cancer, which primarily affects young men between the ages of 18 and 40.

The singular and unique approach he took in these podcasts to talk about his cancer in such an open, courageous and humorous way quickly won him thousands of followers worldwide. He succumbed to the disease on October 13, 2022.

His family decided to honour his wish to raise awareness of testicular cancer by creating an association in his memory.

#### **I. NAME, REGISTERED OFFICE, PURPOSE AND RESOURCES**

##### **Art. 1 Name and registered office**

- a. Under the name of "Having a Ball / Joseph Barnes" (hereinafter referred to as "the Association"), an association is hereby established within the meaning of Articles 60 et seq. of the Swiss Civil Code.
- b. The Association is a non-profit organization of public utility which is politically independent and denominationally neutral.
- c. Its registered office is in Neuchâtel.

##### **Art. 2 Purpose**

- a. The purpose of the Association is to raise public awareness of testicular cancer.
- b. To this end, it may undertake any activity likely to achieve its aim, in particular:
  - creating national and international awareness campaigns using all forms of communication
  - organizing awareness-raising days for the early detection of testicular cancer
- c. The Association does not pursue any profit-making aims, nor does it seek to make profits for its members or for third parties. Its vocation is exclusively of public utility.

### **Art. 3 Resources**

- a. The resources available to the Association for the pursuit of its charitable purpose consist in particular of:
  - membership fees
  - receipts from events and other activities organized by the Association or in collaboration with other non-profit organizations with similar aims
  - subsidies
  - donations and legacies of all kinds
  - income from awareness campaigns (sales of merchandise bearing the Association's logo).
- b. All of the Association's resources shall be used exclusively and irrevocably to achieve its public-interest purpose, as defined in art. 2 of these Articles of Association.

## **II. MEMBERS**

### **Art. 4 Members**

- a. Membership of the Association is open to all persons or organizations interested in the realization of the purpose set forth in Art. 2.
- b. The Association is composed of individual members, collective members and honorary members. Honorary members are appointed by the Board.

### **Art. 5 Membership fees**

- a. All members, except honorary members, are required to pay an annual membership fee.
- b. The Committee sets the annual membership fee. It may set a different amount for different categories of member.

### **Art. 6 Membership**

Applications for membership must be addressed to the Committee. The decision on admission rests with the Committee.

### **Art. 7 Loss of membership**

- a. Membership is lost:
  - by resignation of the member, addressed to the Committee two months before the next annual subscription is due;
  - by exclusion, if:
    - a member damages the interests, reputation or image of the Association; or
    - a member fails to pay the annual subscription despite a reminder.
- b. Exclusion is the responsibility of the Committee. The person concerned may appeal against this decision to the General Meeting.
- c. The outgoing member's membership fee for the current year remains due and immediately payable.
- d. Outgoing members have no right to the Association's assets.

### **III. ORGANIZATION AND GOVERNANCE**

#### **Art. 8 Bodies**

The bodies of the Association are:

- the General Meeting
- the Committee
- the Auditors

#### **A. General Meeting**

#### **Art. 9 Principle**

The General Meeting is the supreme authority of the Association. It is composed of all members.

#### **Art. 10 Powers**

- a. The General Meeting delegates to the Board the powers to manage and represent the Association.
- b. The General Meeting retains the inalienable powers provided for in the Civil Code, including in particular the following:
  - approval of annual reports, accounts and budget
  - election of the Chairman of the Board
  - election of members of the auditing body
  - Supervision, discharge and dismissal of members of the Committee and the Auditors
  - amendment of the Articles of Association
  - processing of appeals against decisions by the Committee to exclude members
  - decision to dissolve the Association
- c. The General Meeting may not take any decision on a matter which has not been placed on the agenda.

#### **Art. 11 Meetings**

- a. The Ordinary General Meeting, convened at least 20 days in advance, meets once a year, generally during the first half of the year.
- b. Extraordinary General Meetings may be convened, at least 20 days in advance, by decision of the Committee or at the request of at least 20% of the members of the Association.
- c. Invitations to Ordinary and Extraordinary General Meetings are sent to each member together with the agenda. Invitations may be sent by e-mail.
- d. The Committee is obliged to include on the agenda of the Ordinary General Meeting any member's proposal submitted by post or e-mail at least 10 days in advance.
- e. General Meeting meetings are chaired by the President of the Committee.

#### **Art. 12 Decisions**

- a. Resolutions of the General Meeting are passed by a relative majority of votes cast, disregarding abstentions and invalid ballots, subject to any other rules laid down in the Articles of Association.
- b. Each individual or collective member has one vote. Collective members must be represented by an individual at meetings.
- c. In the event of a tie, the President has the casting vote.
- d. Committee members do not vote on the approval of activity and audit reports.

## **B. The Committee**

### **Art. 13 Role, powers and volunteers**

- a. The Committee is the executive body of the Association. It has the right and duty to manage the affairs of the Association and to represent it in accordance with the Articles of Association.
- b. In particular, the Committee is responsible for:
  - taking all necessary measures to achieve the Association's objectives,
  - convening and organizing Ordinary and Extraordinary General Meetings,
  - taking decisions concerning the admission and exclusion of members,
  - ensuring the proper application of these Articles of Association,
  - adopting the regulations necessary for the management of the Association,
  - administer the Association's property, assets and resources,
  - keeping the Association's accounts in accordance with applicable Swiss law,
  - hire and supervise a director, if necessary.
- c. Members of the Association's Committee work on a voluntary basis and are entitled only to reimbursement of their actual expenses. Any paid employees of the Association may only sit on the Committee in an advisory capacity.

### **Art. 14 Appointment**

The initial Committee is elected by the founding members. Thereafter, the Committee Constitutes itself (co-optation), with the exception of the President, who is elected by the General Meeting.

### **Art. 15 Composition and term of office**

- a. The Committee consists of seven members, including the President of the Association and the Secretary, who is responsible for the day-to-day running of the Association.
- b. The seven members of the Committee must be independent of each other. Two members linked by family or personal ties may, however, sit on the Committee at the same time.
- c. The Committee may appoint from among its members any other function it deems useful.
- d. The term of office is 2 years. Re-election is possible.

## **Art. 16 Removal from office and resignation**

- a. The mandate of a member of the Committee may be revoked [by the General Meeting], in particular if he or she has violated his or her obligations to the Association or if he or she is unable to perform his or her duties properly.
- b. Committee members may resign at any time by submitting a written statement to the President of the Committee, specifying the date on which their resignation will take effect.

## **Art. 17 Delegation**

The Committee is authorized to delegate certain of its tasks to one or more of its members, including sub-committees, to third parties appointed by it or to employees hired by it.

## **Art. 18 Representation**

The Association is bound by the joint signature of the President and one other Committee member.

## **C. Auditors**

### **Art. 19 Appointment and role**

- a. The General Meeting appoints an auditing body, external to the members of the Committee.
- b. The Auditors audit the Association's financial management, as established in accordance with Art. 22 of the Articles of Association, and submit an annual report to the General Meeting.
- c. The auditors are appointed for a period of X years, renewable.

## **IV. MISCELLANEOUS AND FINAL PROVISIONS**

### **Art. 20 Accounting**

- a. The Committee draws up the Association's accounts for each financial year, in accordance with the applicable law.
- b. The financial year begins on January 1 and ends on December 31 of each year.

### **Art. 21 Liability**

The Association's debts are covered solely by its assets. The personal liability of members is excluded.

### **Art. 22 Dissolution of the Association**

- a. The Association may be dissolved by decision of a General Meeting convened for this purpose by a majority of [required proportion, qualified majority] of its members, provided that [required quorum] of its members are present.

- b. On dissolution of the Association, the assets of the Association will first be used to pay off its debts. The remainder will be donated to a Swiss tax-exempt organization pursuing the same or a similar purpose to that of the Association.
- c. The assets of the Association shall in no circumstances be returned to the founders or members of the Association, nor shall they be used for their benefit in any way whatsoever.

**Art. 23 Coming into force**

These Articles of Association were adopted at the Constituent Assembly held on June 5, 2023.

Date, place \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_