

# ARTICLES OF ASSOCIATION

## The Crisis Protection Network

### 1. Name and Domicile

„The Crisis Protection Network“ is an Association governed by Article 60 of the Swiss civil code with its headquarters in Zurich.

### 2. Purpose

The Crisis Protection Network has the mission to develop and promote an effective methodology for the protection of a brand's reputation, crisis preparedness, crisis management, and crisis communication, which reduces both the risk and damage that can occur to organisations as a result of a crisis. It further intends to promote understanding among crisis practitioners and organisations of the importance of crisis preparedness, brand protection, Issues management and monitoring. This includes the promotion of a continual knowledge exchange and intercultural awareness among its members, which enables them to effectively work together in their services to clients in this area.

### 3. Resources

The Association's resources are derived from

- a) Membership fees
- b) Income from its own events
- c) Subsidies
- d) Income from service contracts
- e) Donations and legacies of all kinds

The membership fees will be established annually by the General Assembly.  
The Association's financial year will be the calendar year.

### 4. Membership

Any person who has an active interest in the Association's aims can become an active member.

Any person who supports the purpose of the Association in spirit or other can become a passive member of the Association.

Applications for membership can be submitted to the President. The Executive committee shall decide on the admission of new members.

### 5. Dissolution of membership

Membership can be dissolved or cancelled  
\_ in the case of persons, through resignation or death  
\_ in the case of legal entities, through resignation, exclusion or liquidation

## 6. Resignation or Exclusion

Resignation from the association is possible at the end of the calendar year. Any written resignation must be submitted three months before the end of the year and be addressed to the Executive Board.

A member may be excluded from the Association at any time without any reason. The decision to exclude a member is taken by the Executive Board. The member in question has the right to appeal the decision at the General Assembly.

If a member does not pay its membership fee in spite of reminders, then the Executive Committee can automatically exclude the member in question.

## 7. Governing Bodies of the Association

The Association's governing bodies are:

- a) The General Assembly
- b) The Executive Board
- c) The Auditors

## 8. The General Assembly

The General Assembly is the highest governing body of the Association. It takes place on an annual basis during the first semester after the accounts of the previous year have been completed.

The Executive Board or one fifth of the members may request a General Assembly by stating its purpose. The assembly must take place no later than three weeks after the request.

Members are to be invited to the General Assembly at least three weeks in advance of the meeting in writing, providing an agenda. Invitations via E-Mail are valid. Proposals for agenda items must be submitted to the Executive Board at least 2 weeks before the meeting.

In the absence of any other provisions in the Articles of Association, all decisions of the General Assembly will be made on the basis of the simple majority of the votes cast.

The general Assembly has the following irrevocable duties:

- a) approval of the minutes of the last meeting
- b) approval of the Executive Board's Annual Report
- c) acceptance and approval of the annual accounts
- d) discharge of the Executive Board
- e) election of the President and the other members of the Executive Board as well as the auditors
- f) definition of the membership fee
- g) approval of the annual budget
- h) decision on the annual activity plan

- i) approval of all business generated by members or the Executive Board
- j) changes to the Articles of Association
- k) decisions about the exclusion of members
- l) decision about the closure or dissolution of the Association and the use of any proceeds from its liquidation.

Every member has one voice at the General Assembly and the decisions are made on the basis of the simple majority. Passive members may be invited to the General Assembly however they do not have the right to vote.

#### 9. The Executive Board

The Executive Board shall consist of no less than 3 persons.

The duration of office shall be 3 years. It is possible to be re-elected. The Executive Board manages the business of the Association and represents the Association externally. It sets up regulations where necessary.

The signature of the President and one other Executive Board member is required for the representation of the Association.

The Executive Board works

On a voluntary basis, however they have a right to reimbursement of their costs and out of pocket expenses.

The general Assembly may vote for remuneration for the members of the Executive Board.

#### 10. The Auditors

The General Assembly shall elect two auditors to audit the annual accounts (re-election is allowed) and report back to the General Assembly, requesting the discharge of the Executive Board.

#### 11. Signatories

The Association will be legally obligated by virtue of the joint signature of the President, together with one other member of the Executive Board.

#### 12. Liability

The responsibility of the association is limited to the association's assets and to the exclusion of any personal liability of any of its members.

#### 13. Liquidation of the Association

Any decision of the General Assembly to dissolve the Association is only valid if more than half the Association's members are present and two thirds of the votes are in favor of liquidation.

If less than half the members take part in the General Assembly, another Assembly must be held within one month. It is possible to dissolve the Association at this Assembly with a simple majority vote.

The Association's assets will be passed on to a tax-free organization which follows the same purpose as the Association upon liquidation. The distribution of assets among the members is out of the question.

#### 14. Effectiveness

These Articles of Association were accepted and took effect at the Founders' Meeting on 23<sup>rd</sup> September 2014.

President

General Secretary

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Marion Starck

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Patrick Schürmann