

# Statutes of the Zagros Human Rights Center

## Name and Registered Office

### Article 1

Under the name "**Zagros Human Rights Center**" (hereinafter referred to as the "**Zagros Center**"), a private association governed by Articles 60 and following of the Swiss Civil Code ("CC") is established. Its duration is indefinite.

### Article 2

The registered office of the association is located in Geneva. It may be relocated by the decision of the executive committee.

### Article 3

The association is politically and religiously neutral.

## Objectives

### Article 4

The association aims to:

- Promote human rights;
- Foster social development;
- Encourage gender equality;
- Defend children's rights;
- Protect the rights of indigenous populations, ethnic minorities, and national minorities;
- Work towards the abolition of the death penalty;
- Promote the preservation of nature and the environment.

## Resources

### Article 5

The resources of the association consist of:

- Member contributions;
- Subsidies from the state and public authorities;

- Donations from individuals and businesses;
- Any other resources in compliance with applicable laws and regulations.

## Members

### Article 6

Any natural or legal person interested in achieving the objectives defined in Article 3 of these statutes may become a member of the association.

### Article 7

The association consists of two categories of members:

- **Active Members:** They actively participate in the activities of the association, which may include attending meetings, participating in projects, events, campaigns, or other initiatives. As such, they are often required to pay annual contributions or membership fees to financially support the association. Active members have the right to actively participate in the decisions and activities of the association, including the right to vote at general meetings.
- **Honorary Members:** They are generally designated for their exceptional contributions to the association, which may take various forms such as financial, intellectual, volunteer, or other remarkable forms of support. Unlike active members, honorary members are not required to pay contributions or membership fees. However, it should be noted that they do not have the right to vote within the association.

### Article 8

Applications for membership are submitted to the Committee. The Committee admits new members and informs the General Assembly.

### Article 9

Membership may be lost due to:

- Resignation;
- Exclusion decided by the Committee for just reasons;
- Failure to pay contributions during the first six months of the current year;

- Expiration of the prescribed term. In all cases, the annual contribution remains due. Resigned or excluded members have no right to a refund of their contribution.

## **Bodies**

### **Article 10**

The bodies of the Association are:

- The General Assembly;
- The Executive Committee;
- The Audit Committee.

### **General Assembly**

#### **Article 11**

The General Assembly constitutes the supreme body of the Association. It is composed of all active members and meets at least once a year, upon convocation by the executive committee.

#### **Article 12**

The Assembly is chaired by the President of the Committee or one of the committee members. A secretary is also appointed to assist in the proceedings of the Assembly.

#### **Article 13**

Votes are held by a show of hands, except upon the request of at least one-third of the members for a secret vote. Proxy voting is not permitted.

#### **Article 14**

Decisions of the General Assembly are made by a simple majority of the members present. In case of a tie, the President's vote prevails. However, decisions related to the modification of the statutes, the dissolution of the Association, and the expulsion of a member require a two-thirds majority of the members present.

#### **Article 15**

The General Assembly is competent to:

- Approve the minutes of the last General Assembly;
- Elect and revoke members of the executive committee and the audit committee;
- Approve the annual accounts and the budget;
- Set the annual contribution;
- Amend the statutes;
- Exclude a member;
- Dissolve the Association.

## **Executive Committee**

### **Article 16**

The association is led by an executive committee composed of three members:

- A President;
- An Administrative Director;
- A Treasurer.

### **Article 17**

The executive committee manages the day-to-day affairs of the association, represents the association in civil matters, and possesses the necessary powers for this purpose.

### **Article 18**

To be eligible for the executive committee, a member must meet the following conditions:

- Be an active member of the association for at least one year;
- Be in good standing with the payment of contributions.
- Not simultaneously hold leadership or managerial positions in other associations with similar objectives, in accordance with Article [Insert Article Number] of these statutes.

### **Article 19**

The executive committee meets at least once every quarter and upon the President's request. Members are notified in writing at least fifteen days in advance, along with the agenda. Members' proposals must be included in the agenda of the general meeting if submitted at least ten days in advance.

## Article 20

Members of the executive committee are elected for one year by the general assembly and are eligible for re-election. Committee decisions are made by a simple majority. In case of a tie, the President's vote is decisive.

## Article 21

The Committee is responsible for:

- **Financial Management and Decision-Making:** It carefully manages the finances of the association, including member contributions, subsidies, donations, and other income. Compliance with prevailing financial laws is a priority. In addition, the Executive Committee makes crucial decisions concerning activity planning, resource management, and the legal representation of the association at its regular meetings. Decisions are made by a simple majority vote, with the President casting the deciding vote in case of a tie.
- **Legal Representation and Meetings:** The Executive Committee acts as the legal representative of the association in various transactions and contracts. It meets regularly, at least once every quarter, and upon the President's call when necessary. Members receive written notices with an agenda at least fifteen days before the meeting. Members' proposals may be included in the agenda of the general meeting if submitted at least ten days before the meeting. Meetings are recorded for transparency.
- **Other Responsibilities:** In addition to these financial, decision-making, and legal responsibilities, the Executive Committee engages in other crucial tasks. It takes measures to achieve the association's objectives, convenes regular and extraordinary general meetings, decides on membership, resignation, and exclusion of members, and ensures compliance with the statutes, the drafting of regulations, and the management of the Association's assets. These joint efforts contribute to the continued effectiveness of the association in achieving its objectives.

## Article 22

The Committee keeps the accounts of the Association, which are audited by two auditors elected by the General Assembly. The auditors present a report to the General Assembly.

#### **Article 23**

In case of revocation or resignation during the term of office, the Committee may appoint a replacement member by co-optation until the next General Assembly.

#### **Article 24**

The Committee may assign limited-term mandates to individuals, whether internal or external to the Association. It may hire and dismiss paid or volunteer collaborators. Paid employees of the Association have an advisory vote in the committee.

#### **Article 25**

Committee members act on a voluntary basis and may be reimbursed for their actual travel and expenses. Attendance fees do not exceed those granted for official committees. Compensation may be considered for exceptional activities.

#### **Miscellaneous Provisions**

#### **Article 26**

The fiscal year begins on January 1st and ends on December 31st of each year.

#### **Article 27**

The audit committee verifies the financial management of the Association and presents a report to the General Assembly. It consists of two auditors and one alternate, who may be members or non-members of the Association.

#### **Article 28**

In the event of the dissolution of the Association, its liquidation shall be entrusted to the Committee. Any potential profits shall be allocated to an organization with similar objectives benefiting from tax exemption. No assets shall be allocated to physical founders or members, nor used for their benefit.

## Article 29

Internal regulations may be established by the Committee to govern matters not provided for in the statutes, particularly with regard to the internal operation of the association.

**Done in Geneva, on November 5, 2023.**

For the Zagros Center for Human Rights,

President of the Committee:

Mohammad Azad SALAWATI

Administrative Director:

Layla MOHAMAD

