

PLEASE NOTE: This is a translation for your convenience. Legal standard is the German version.

Bylaws (Draft)

of the Association

“GITTA Association”

Art. 1 Name and Location

Under the name “GITTA Association” (hereafter the Association) exists a politically independent, non profit-oriented association in accordance with article 60ff. ZGB, with seat in Zurich.

Art. 2 Purpose

The Association pursues the purpose of promoting the use of new media within the domain of geoinformation technology; of maintaining, extending and enhancing the contents and products generated in the project GITTA (Geographic Information Technology Training Alliance); as well as of promoting and supporting e-learning projects in geoinformation technology for education and continuing education at all levels.

Art. 3 Membership

¹ The Association consists of active individual members and sustaining individual members being natural persons, as well as active collective members and sustaining collective members, being legal entities.

² Who takes part actively in the implementation of the Association’s purpose described in article 2 may become an active member.

³ Who identifies oneself with the Association’s purpose and who supports the work of the Association by its membership fee may become a sustaining member. Sustaining members have no voting right.

⁴ The executive board decides regarding the admission of members.

⁵ Membership expires by death in the case of natural persons and/or by liquidation in the case of legal entities, as well as by resignation or exclusion.

⁶ The executive board decides on possible exclusions of members upon good cause shown, in particular upon non-payment of the membership fee following two reminders or in the event a member acts in opposition to the Association’s purpose.

⁷ Members may terminate their membership by giving written notice of resignation to the executive board by the end of a calendar year. Fees already paid will not be refunded.

Art. 4 Association Funds

¹ The Association funds consist of the Association capital, the capital gain, the membership fees, voluntary donations as well as the contributions of sponsors.

² The amount of the membership fees per member category is determined annually by the general assembly and recorded in their minutes.

Art. 5 Bodies

The Association bodies are the general assembly, the executive board and the accounting auditors.

Art. 6 General Assembly

¹ The general assembly is the governing body of the Association. It takes place annually in spring.

² The simple majority of the executive board or a fifth of the active members can request an extraordinary meeting of the members.

³ The executive board sends written invitations to the members at least 14 days prior to the general assembly.

⁴ Decisions of the general assembly require a simple majority of the active members present. The general assembly constitutes a quorum if more than 50 % of the active members are present.

⁵ Each active member has one vote. The right to vote can be transferred to a representative for the duration of one general assembly by proxy. In case of a tie the president of the Association has the deciding vote.

⁶ Members with no voting rights (article 3.3) have advisory function if present.

⁷ The responsibilities of the general assembly are:

- approval of the annual report, the annual financial statement and the accounting auditors' report
- election of the president of the Association
- election of the remaining executive board
- election of two accounting auditors
- determination of the membership fees
- amendment of the bylaws
- dissolution of the Association

⁸ Motions to the general assembly have to be submitted to the executive board at most five days prior to the meeting.

⁹ The general assembly may take decisions via mail correspondence. Non-response within two weeks after dispatch of a batch via mail correspondence shall be deemed as abstention.

Art. 7 Executive Board

¹ The executive board consists of 5 members:

- the president
- the secretary
- the treasurer
- the project coordinator
- one additional board member

² The members of the executive board are elected by the general assembly for a period of office of two years. A re-election for the same position is only possible twice.

³ The executive board specifies the long-term objectives in a multi-year program and documents the implementation of this program in an annual plan. Furthermore the executive board is in charge of all tasks that are not explicitly within the responsibility of the general assembly.

⁴ For remuneration of expenses and other amounts under the objectives of article 2 the association funds are at the disposal of the executive board under terms of article 4.1.

⁵ The executive board constitutes itself and regulates the signatory power.

⁶ All members of the executive board have the right to represent the Association to external parties.

⁷ The executive board decides with the absolute majority of votes cast. In case of the equality of votes the president gives the final ballot.

⁸ The president chairs the meetings and summons the executive board.

⁹ The treasurer is responsible for the Association's accounts and prepares the annual financial statement.

¹⁰ The secretary is in charge of the membership list, provides minutes of the general assembly and may be consulted for further administrative issues.

¹¹ The formation of standing or temporary committees and commissions is possible and may also include non-members of the executive board.

Art. 8 Accounting Auditors

¹ The accounting auditors check the annual financial statement and the administration of assets for the attention of the general assembly. They are elected by the general assembly from among the active members for a period of two years. A re-election is only possible twice.

² The business year of the Association is the calendar year.

Art 9 Amendments of the Bylaws

The bylaws may be amended by the general assembly. Any amendment of the bylaws requires the agreement of two thirds of the active members present.

Art. 10 Liability

The Association is solely liable with the Association assets for all commitments of the Association. Personal liability of the members is excluded.

Art. 11 Dissolution of the Association

¹ The motion to dissolve the Association may be proposed by the majority of the executive board or the majority of the active members.

² The dissolution of the Association is to be decided in and by the general assembly. The agenda item shall be communicated in the invitation for the general assembly.

³ The decision on the dissolution of the Association requires the agreement of two thirds of the active members present.

⁴ The dissolving general assembly decides on the concrete use of the Association assets by a simple majority. The Association assets shall be conveyed to a use according to the Association's purpose (cf. article 2). A restitution of the Association assets to the members or their legal successors is not possible.

Berne, 16 November 2006