

# **Bikewithme – Articles of Association**

April 11, 2017

## **Article 1: Name**

There exists an association under the name of « Bikewithme » according to Art. 60 ff. ZGB, located in Zurich, Switzerland.

## **Article 2: Purpose**

The association exists for the purpose of creating a global social network — [www.bikewm.com](http://www.bikewm.com) — helping people to cycle together and discover new places. Bikewithme is committed to remain a non-profit and non-commercial corporation. This commitment excludes partnerships with third parties to improve the number of users or facilitate the interaction with other platforms to wider the scope of utilisation, for example, via an application programming interface (API). Such partnerships can be submitted to approval of the General Assembly by request of any member of the association.

## **Article 3: Association funds**

In order to achieve its purpose, the association will receive donations:

- From current and prospective future members, through a yearly membership fee
- From participants of the rides organised using the Bikewithme platform
- From people wanting to donate to Bikewithme

## **Article 4: Membership**

All natural and legal persons with an interest in steering the development of Bikewithme can become active members with voting rights.

All natural and legal persons can become passive members.

Membership requests for both active and passive memberships are to be addressed to the President; the Board together with the General Assembly will decide whether to approve the request.

The voting right power is defined as follows:

- 50 % for the Board
- 35 % for active members
- 15 % for passive members

## **Article 5: Termination of membership**

Membership is terminated through:

- Withdrawal, expulsion or death of natural persons
- Withdrawal, expulsion or dissolution of legal persons

## **Article 6: Withdrawal and expulsion**

Withdrawal from the association is possible at any time. The withdrawal request must be sent via registered letter directed to the President at least 4 weeks ahead of the Ordinary General Assembly.

A passive member can be expelled from the association at any time without the necessity to state reasons.

An active member can only be expelled when decided by a simple majority of the votes of the General Assembly taking account the voting power of each member.

## **Article 7: Bodies of the association**

The association bodies are:

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

## **Article 8: The Board**

The Board is elected by the General Assembly for one year mandates.

The Board represents the association to the outside and conducts all current business.

Any Board member can represent the association.

The Board can be dissolved at any time by the means of voting in the General Assembly.

## **Article 9: The General Assembly**

The General Assembly is the supreme body of the association. An Ordinary General Assembly takes place annually before 30 September.

The members are invited to the General Assembly with at least three weeks advance written notice, with a list of agenda items enclosed. An Extraordinary General Assembly can be organised by the Board, or when at least one fifth of active members request it.

The General Assembly has the following irrevocable obligations:

- a) Election or dismissal of the Board members and Auditors
- b) Determination of and changes to the articles
- c) Approval of the annual report and the audit report
- d) Deciding on the annual budget
- e) Setting the membership fee
- f) Making decisions on appealed expulsions

Each member would have voting power as stipulated by the General Assembly; decisions are approved through a simple majority based on their respective voting power.

#### **Article 10: The Auditors**

The General Assembly annually elects one auditor who checks the bookkeeping and conducts spot controls at least once a year.

#### **Article 11: Signatures**

The articles become legally binding after the collective signing of the document by the President as well as another Board member.

#### **Article 12: Liability**

The debts of the association only extend to the association's own funds. Personal liability of members is excluded.

#### **Article 13: Change of articles**

The existing articles can be changed if at least two thirds of the votes from the active members agree to the changes.

#### **Article 14: Dissolution of the association**

The dissolution of the association can be decided on by two thirds of active members of the General Assembly. If less than two thirds of all active members take part in the General Assembly meeting, a second assembly is to be held within a month. During this assembly, the association can be dissolved by a simple majority agreement.

In case of dissolution of the association, the funds thereby freed will be transferred to non-profit organizations (humanitarian aid, charity, sustainability). The distribution of funds will be decided by the voting of active members before dissolution."

#### **Article 15: Inception of the policy**

These articles have been accepted at the Extraordinary General Assembly meeting of 11<sup>th</sup> April 2017 and came into effect on that date.

President:  
Jose Gonzalez

Board member:  
Rahul Fotedar