

Statutes of the Fados à Mesa Association

(Estatutos da Associação Fados à Mesa)

Translation provided for information purposes only. The original Portuguese version shall prevail.

Chapter I — Name, registered office, duration and purposes

Article 1 — Name and legal form.

Under the name «Fados à Mesa», a non-profit association, politically neutral and confessionally independent, is constituted pursuant to art. 60 et seq. of the Swiss Civil Code (SCC).

Article 2 — Registered office.

The association has its registered office in the municipality of Emmen, Canton of Lucerne. The Executive Committee may set the administrative address within the municipality of the registered office.

Article 3 — Duration.

The association is constituted for an indefinite period.

Article 4 — Purposes.

1. The association's purpose is to promote, preserve and disseminate Portuguese and Lusophone culture in Switzerland, in particular fado, music, gastronomy, the Portuguese language and traditions.
2. To achieve its purposes, the association may, in particular:
 - a. organize cultural, musical, gastronomic, educational and social events, the main project being the «Fados à Mesa» event;
 - b. promote cultural exchange between the Lusophone community and the Swiss population;
 - c. support artists and creators of Portuguese expression;
 - d. cooperate with municipalities, cantons, foundations, companies, cultural institutions and other associations.
3. The association's activities are open to the general public and are not intended exclusively for its members.
4. The association does not pursue profit or self-help purposes. Any surpluses are allocated in full to the statutory purposes and may under no circumstances be distributed to members.

Chapter II — Members

Article 5 — Membership categories.

1. Founding members: the persons who sign the Deed of Constitution. They are permanently exempt from membership fees.
2. Full members: natural or legal persons who adhere to the association's purposes and are admitted pursuant to art. 6.
3. Honorary members: persons who have rendered outstanding services to the association, appointed by the General Assembly upon proposal of the Executive Committee. They are exempt from membership fees.
4. Supporting members: natural or legal persons, including sponsors, who support the association financially. They have no voting rights.

Article 6 — Admission.

The application for admission is submitted in writing to the Executive Committee, which decides without obligation to state reasons. A refusal may be appealed to the next General Assembly, which decides

definitively.

Article 7 — Members' rights.

Founding, full and honorary members have the right to: attend and vote at the General Assembly; elect and be elected to the governing bodies; be informed about activities and accounts; and take part in activities under the conditions set by the Executive Committee.

Article 8 — Members' duties.

Members undertake to: respect the Statutes, the regulations and the resolutions of the governing bodies; pay the membership fee punctually; safeguard the image and interests of the association; and declare any conflict of interest.

Article 9 — Loss of membership.

1. Membership ceases by resignation, exclusion, death or, in the case of a legal person, dissolution.
2. Resignation is notified in writing to the Executive Committee with three months' notice to the end of the financial year. The fee for the current financial year remains due.
3. The Executive Committee may exclude a member for justified cause, in particular for serious breach of the Statutes or the Code of Conduct, damage to the association's reputation, or non-payment of the fee after two reminders. The member is heard beforehand and may appeal to the General Assembly within 30 days; its decision is final (art. 72 SCC).
4. A member who loses membership has no right to any share of the association's assets.

Chapter III — Assets and resources

Article 10 — Resources.

The association's resources derive from: membership fees; revenue from events and activities; sponsorship; subsidies and contributions from public bodies and foundations; donations, inheritances and legacies; and income from its assets.

Article 11 — Membership fees.

The annual fee for each category is set by the General Assembly. Founding members and honorary members are permanently exempt from paying fees, while retaining all membership rights. The Executive Committee may fully or partially exempt members in justified situations.

Article 12 — Liability for debts.

The association's obligations are answered exclusively by its assets. Any personal liability of members or obligation to make supplementary contributions beyond the membership fee is excluded.

Chapter IV — Governing bodies

Article 13 — Governing bodies.

The governing bodies of the association are the General Assembly and the Executive Committee. The General Assembly may also elect an auditor pursuant to art. 24.

Section A — General Assembly.

Article 14 — Nature and powers.

The General Assembly is the supreme body of the association. Its exclusive powers are:

1. to approve and amend the Statutes;

2. to elect and remove the members of the Executive Committee and, where applicable, the auditor;
3. to approve the annual report, the accounts and the budget, and to grant discharge to the Executive Committee;
4. to set the membership fees;
5. to take note, in the annual report, of remunerations paid to members of governing bodies;
6. to decide appeals in matters of admission and exclusion;
7. to appoint honorary members;
8. to resolve on the dissolution or merger of the association.

Article 15 — Convening.

1. The ordinary General Assembly meets once a year, within six months of the close of the financial year.
2. An extraordinary General Assembly meets by resolution of the Executive Committee, at the request of the auditor, if any, or upon written request of one fifth of the members entitled to vote (art. 64, para. 3 SCC).
3. The invitation is sent in writing, including by e-mail, at least 20 days in advance, stating the agenda.
4. The Assembly may meet in person, by electronic means or in hybrid form, provided that the identification of participants and the exercise of voting are ensured.

Article 16 — Quorum.

The General Assembly, duly convened, validly passes resolutions regardless of the number of members present, except in the cases of art. 17, para. 3.

Article 17 — Voting.

1. Each member entitled to vote has one vote. In derogation of art. 67, para. 1 SCC, the founding member holding the Presidency has a plural vote, equal in number to the total of the other votes present or represented, plus one. The plural vote does not apply: (a) to resolutions on which the President is prevented from voting pursuant to art. 68 SCC; (b) to the resolution on her removal for just cause; (c) to the discharge of her own management. Representation by another member is permitted by written proxy, limited to one proxy per member.
2. Resolutions are passed by simple majority of the votes cast. In the event of a tie, the person chairing the meeting has the casting vote in resolutions, but not in elections, which are decided by drawing lots.
3. Amendment of the Statutes requires a two-thirds majority of the votes cast. Dissolution requires the presence or representation of at least half of the members entitled to vote and a three-quarters majority of the votes cast; failing quorum, a second Assembly, convened with at least 20 days' notice, resolves by a three-quarters majority regardless of the number present.
4. Votes are public, unless one third of those present request a secret ballot.
5. No member may vote on a resolution concerning a matter or dispute between that member, their spouse, partner or relative in the direct line, and the association (art. 68 SCC).
6. Resolutions in writing or by electronic means are permitted, provided no member requests an in-person meeting.

Section B — Executive Committee.

Article 18 — Composition and term of office.

1. The Executive Committee (Vorstand) consists of a President and a Vice-President. The General Assembly may enlarge it to up to seven members, without prejudice to the powers of the President under art. 20 to 22.

2. The term of office is two years; re-election is permitted.
3. At least one member with power of representation must be domiciled in Switzerland.
4. During the term of office, members of the Executive Committee may only be removed by the General Assembly for just cause, pursuant to art. 65, para. 3 SCC, and without prejudice to rights arising from contracts in force.

Article 19 — Powers.

The Executive Committee manages and represents the association in all matters not reserved to another body, and is in particular responsible for:

1. defining the strategy and the annual programme of activities;
2. appointing coordinators and staff and setting their functions;
3. approving internal regulations;
4. ensuring the accounting and the keeping of records (art. 69a SCC);
5. maintaining the register of members;
6. preparing and implementing the resolutions of the General Assembly;
7. admitting and excluding members.

Article 20 — Decision-making power of the President.

Pursuant to art. 69, para. 1 SCC, and within the powers of the Executive Committee, the President is competent to decide individually on all matters of management and representation of the association, including programming, contracting, expenses and payments. Decisions so taken are decisions of the Executive Committee, are recorded in the register of decisions and communicated to the Vice-President. The powers of the General Assembly are reserved, as are matters in which the President has a conflict of interest, which are decided by the Vice-President.

Article 21 — Executive Management and substitution.

The President exercises, ex officio, the functions of Executive Director. In the event of the President's impediment due to force majeure, in particular illness, accident, prolonged absence or any other reason preventing her from acting, the Vice-President assumes all of the President's executive, decision-making and representation powers until the impediment ceases or a new President is elected. The impediment is established by written declaration of the President or, where this is not possible, by declaration of the Vice-President, recorded in the minutes.

Article 22 — Representation and bank accounts.

The association is bound by the individual signature of the President. The Vice-President also holds individual signing power which, internally, may only be exercised during the President's impediment, pursuant to art. 21; this internal limitation cannot be invoked against third parties acting in good faith. Access to the association's bank accounts is reserved to the President and the Vice-President, in accordance with the banking mandate.

Article 23 — Remuneration.

Office on the Executive Committee is, in principle, honorary, with the right to reimbursement of actual expenses. Operational, technical, artistic and creative work actually performed may be remunerated. The remuneration for each event is set at the accounts-closing meeting following the event, based on the work actually performed and on reasonable, proportionate, market-conform amounts, and is recorded in the minutes. The President's remuneration is approved by the Vice-President, without the participation of the

person concerned.

Section C — Audit of accounts.

Article 24 — Audit of accounts.

1. As long as the association is not subject to mandatory audit, the General Assembly may elect an auditor independent of the Executive Committee, without being obliged to do so.
2. If no auditor is elected, the annual accounts are prepared by the President, with the collaboration of the Vice-President, and submitted to the General Assembly for approval.
3. If the association exceeds the thresholds of art. 69b, para. 1 SCC, or if a member with personal liability so requires, a legally qualified audit body shall be appointed.

Chapter V — General provisions

Article 25 — Financial year.

The financial year coincides with the calendar year. The first financial year ends on 31 December 2026.

Article 26 — Conflicts of interest.

Any member of a governing body who has, directly or indirectly, a personal interest in a resolution must declare it before the resolution and abstain from participating in the discussion and the vote. Declarations and abstentions are recorded in the minutes. Transactions between the association and members of governing bodies, or persons close to them, may only be concluded on market terms and with the approval of the competent body.

Article 27 — Data protection.

The association processes personal data of members, participants, volunteers, artists and partners exclusively for the achievement of its purposes, in compliance with the Federal Act on Data Protection (nFADP). Data is not transferred to third parties for commercial purposes without express consent.

Article 28 — Liability of governing bodies.

Members of the governing bodies are liable to the association for damage caused by culpable breach of their duties. The association may take out directors' and officers' liability insurance (D&O;) for its officers.

Article 29 — Trademark and identity.

The name, trademark, logo and digital presence used by the association may be the property of third parties and licensed to the association by written contract, approved by the General Assembly.

Chapter VI — Amendment of the Statutes and dissolution

Article 30 — Amendment of the Statutes.

Proposals for amendment must be set out in full in the invitation and are approved pursuant to art. 17, para. 3.

Article 31 — Dissolution and liquidation.

1. Dissolution is resolved pursuant to art. 17, para. 3, or occurs in the cases provided by law (art. 77 and 78 SCC).
2. Liquidation is carried out by the Executive Committee, unless the General Assembly resolves otherwise.
3. The remaining assets are allocated in full to a legal person domiciled in Switzerland that is tax-exempt because it pursues identical or analogous public-benefit purposes. Any distribution to members is excluded.

Article 32 — Entry into force.

These Statutes were approved at the Founding Assembly of 25.09.2026, in Emmen, and enter into force immediately.

Approved at the Founding Assembly of 25.09.2026, in Emmen. The President, Paula Angelino · The Vice-President, Cristina Moita.