



## THE BRITISH RESIDENTS' ASSOCIATION OF SWITZERLAND ARTICLES OF ASSOCIATION

### I. NAME AND HEADQUARTERS

**Article 1:** The British Residents' Association of Switzerland (hereinafter called "the Association") is a non-profit organisation constituted and organised in accordance with Article 60 and the following of the Swiss Civil Code.

**Article 2:** Its seat is in the Canton of Vaud. Its office is the address of the Secretary of the Association for the time being.

### II. OBJECTS

**Article 3:** The objects of the Association are to give information, advice and help to its members, to support their interests and to collaborate with the people of Switzerland in promoting friendship and maintaining and developing facilities for residents and visitors enjoying their hospitality. The Association will organise events of a cultural, recreational and social nature for the benefit of its members.

### III. MEMBERSHIP

**Article 4:** (i) There shall be three classes of members: -

(a) Members: - (b) Associate Members: - (c) Honorary Members.

(ii) A person of British citizenship by birth, descent, naturalisation, registration or adoption, and of full age, who is, was, or intends to be a resident of Switzerland shall be eligible to be a Member.

(iii) A person who has, or has had, a close connection either with a person who is eligible to be a Member, or with the United Kingdom, including a citizen of a Commonwealth country of which the British Sovereign is Head of State may, at the discretion of the Council, become an Associate Member.

(iv) The Council may invite any person to become an Honorary Member on such terms as it may deem fit.

(v) Members of the Association are entitled to vote and to be a Member of the Council, but Associate or Honorary Members are not so entitled.

(vi) The Council may refuse admission without indicating a reason.

**Article 5:** Resignation should be presented in writing to the Secretary prior to the end of a year to take effect on 31<sup>st</sup> December. The resigning member shall be liable for his subscription in respect of the whole of the next year if his resignation is presented after 31<sup>st</sup> December in any year.

**Article 6:** The Council has the right to withdraw membership from any member without indicating the reason. Withdrawal of membership takes effect upon notification to the member concerned.

**Article 7:** Members who have resigned or had their membership withdrawn lose all right over the common property of the Association.

#### **IV. ORGANISATION:**

**Article 8:** The control and management of the Association are vested in the General Meeting and the Council in the manner and to the extent hereinafter stated.

**Article 9:** An Annual General Meeting shall be held once at least in every calendar year during the first six months of the year for the following purpose:

- a) to exercise general supervision over the activities of the Council,
- b) to approve the Minutes of the last Annual General Meeting,
- c) to receive and approve the Annual Report, the Treasurer's Report and the Auditor's Report,
- d) to elect the Council,
- e) to appoint the Auditor or Auditors,
- f) to determine the amount of the entrance fee and the annual subscription,
- g) to conduct such other business as may be appropriate.

**Article 10:** a) A General Meeting shall be called by the Council.

- b) A General Meeting must be convened if at least one-fifth of the Voting Members of the Association so request in writing.
- c) Notices of General Meetings must be addressed in writing to Members ten days in advance together with a copy of the Agenda.

**Article 11:** The Agenda of a General Meeting shall include any matter requested by a previous General Meeting, any items requested by the Council, and anything requested under Article 10 b).

**Article 12:** Matters not included in the Agenda of a General Meeting shall not form part of the business of that Meeting.

**Article 13:** Subject to the provisions of Article 26, each Member present in person at a General Meeting has the right to vote. Voting in General Meetings shall be by a show of hands unless a ballot is demanded by any Voting Member present. Voting shall be operative by a single majority. In case of equality of votes, the Chairman shall have a casting vote.

**V. COUNCIL:**

**Article 14:** The duties of the Council are :

- a) to carry out decisions made by General Meetings,
- b) to conduct the affairs of the Association,
- c) to deal with all matters concerning the election of new members, and
- d) to administer the funds of the Association.

**Article 15:** The Council shall consist of no fewer than 10 and not more than 20 members elected by the Annual General Meeting.

The Council may co-opt any Voting Member of the Association provided the total number of Members does not exceed 20.

**Article 16:** The quorum at Council Meetings shall be five.

**Article 17:** The Council shall meet at least once in every six months and at such other intervals as shall be decided.

**Article 18:** (i) The Council shall elect :

- a) a Chairman, and a Vice-Chairman to act in his absence, from amongst its members
  - b) a Treasurer,
  - c) a Secretary,
  - d) such other officers as are deemed necessary.
- (ii) It may appoint committees or working parties for particular tasks, to which any Member of the Association may be invited to participate.

**Article 19:** Each member of the Council present in person at a Council Meeting has the right to one vote. Voting at Council Meetings shall be by a show of hands operative by a simple majority. In the case of equality of votes, the Chairman shall have a casting vote.

**VI. AUDITOR.**

**Article 20:** One or more Auditors shall be elected annually by the General Meeting.

## **VII. FINANCE**

**Article 21:** Subscriptions are payable in January of each year.

**Article 22:** The Council may, at its discretion, waive all, or part of a member's annual subscription.

## **VIII. GENERAL PROVISIONS**

**Article 23:** The liability of the Association is limited to the value of its assets. However, with regard to events organised by the Association pursuant to Article 3:

(i) Members hereby authorise the Association, any member of the Council, or of the Association's staff and any person organising any event for the Association (hereinafter collectively called "the sponsors") as a condition of their agreement to participate in such an event, to act in their name and on behalf in relation to all arrangements, including the conclusion of contracts, made regarding such an event.

(ii) Members hereby acknowledge that the sponsors will make every effort to carry out the programme of such an event as announced and hereby agree to save the sponsors harmless, in the manner permitted in accordance with the Swiss Code of Obligations, from any liability regarding the making and/or execution of said arrangements in whole or in part, and/or for any change in such programme, irrespective of the cause of such failure or change.

**Article 24:** The Association shall be bound only by the collective signatures of at least two of the following persons: the Chairman and the Treasurer jointly, or either of these jointly with another Member of the Council and/or with the Secretary.

**Article 25:** The Articles of Association may only be amended by not less than a two-thirds majority of the Voting Members present at a General Meeting.

**Article 26:** The dissolution of the Association may only be voted by not less than a two-thirds majority of the Voting Members present at a General Meeting who shall decide upon the distribution of the property of the Association to such institutions caring for British Residents in Switzerland as shall be selected.

If circumstances should make the holding a General Meeting impossible in the opinion of the majority of Officers, the dissolution may be decided by a written poll, the consent of not less than two-thirds of those Voting Members replying before a specified date being required.

May 2006

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