



THE BRITISH RESIDENTS' ASSOCIATION OF SWITZERLAND

ARTICLES OF ASSOCIATION

(Approved at the 69th Annual General Meeting, 21 May 2016)

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 two classes of membership: a) Members (b) Honorary Members.
- (ii) British, Commonwealth, and Irish citizens living in Switzerland and its environs are eligible for membership together with those who have, or have had a close connection with a person who is eligible for membership, or who have had close connections with the United Kingdom, the Commonwealth, or Ireland.
- (iii) The Council may invite any person to become an Honorary Member subject to any criteria it may choose to apply.
- (iv) Members of the Association are entitled to vote at General Meetings and become a Councillor.
- (v) Any Member of the Association may be nominated for a position on the Council. Applications shall be proposed and seconded from within the existing paid-up members. Nominations for election to the Council shall be made in writing to the Secretary at least 30 days before a General Meeting.
- (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 December. The resigning Member shall be liable for his/her subscription in respect of the whole of the next year if his/her resignation is presented after 31 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 at least once 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 and from among its members to elect the Honorary Chairman, the Honorary Vice-Chairman and the Honorary Treasurer, pursuant to Article 18,
- (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,
- (h) to approve any changes to the Articles of Association.

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 Members of the Association so request in writing.
- (c) Notices of General Meetings must be addressed in writing to Members twenty days in advance together with a copy of the Agenda.
- (d) The quorum at a General Meeting shall be 30 Members in good standing either present or submitting a postal vote.

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:

- (a) Subject to the provisions of Articles 25 and 26, each Member present in person at a General Meeting has the right to vote. A single postal vote may also be cast by each Member unable to attend, subject to the Secretary having received a minimum of 48 hours advance notice in writing or electronically from the Member submitting the Postal Vote.
- (b) Voting in General Meetings shall be by a show of hands unless a secret ballot of all Members present or represented is demanded by any Member present. Voting shall be operative by a simple majority. In the case of equality of votes, the Chairman shall have a casting vote.
- (c) Each postal vote will be submitted and cast for a single agenda item. The Secretary will hold and cast postal votes as requested by the Members submitting them. Two scrutineers will assist the Secretary by checking the validity of postal votes.

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 8 and not more than 18 Councillors elected by the Annual General Meeting.

The Council may co-opt any Member of the Association provided the total number of Councillors does not exceed 18.

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 propose to the Annual General Meeting the election from amongst its members of an Honorary Chairman, an Honorary Vice-Chairman, an Honorary Treasurer, and other Honorary officers from inside or outside the membership, as are deemed necessary in the circumstances.
- (ii) The Council shall appoint a Secretary.
- (iii) The Council 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:

- (i) Members' personal liability for Association debts shall be limited to their subscriptions which are due and unpaid.
- (ii) The Council may authorize any Council member, or any other person, to organize an event for and on behalf of the Association.
- (iii) Persons authorized to organize such events shall be held harmless by the Association for any liability related thereto. The Association shall not have any liability towards members in relation to the said events or for any change in the programme, irrespective of the cause of such failure or change, other than as a result of fraud or gross negligence.

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 a vote of not less than a two-thirds majority of the Members present in person or by postal vote at a General Meeting.

Article 26:

- (a) The dissolution of the Association may only be decided by a vote of not less than a two-thirds majority of the Members present in person or by postal vote at a General Meeting.
- (b) Upon dissolution the General meeting shall decide upon the distribution of the property of the Association to institutions caring for British Residents in Switzerland.
- (c) If circumstances should make the holding of a General Meeting impossible in the opinion of the Council, the dissolution may be decided by a written poll, the consent of not less than two-thirds of those Members replying before a specified date being required.