



BRITISH RESIDENTS' ASSOCIATION OF SWITZERLAND
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ARTICLES OF ASSOCIATION

(Approved at the 77th Annual General Meeting 31st May 2024)

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 Articles 60 to 79 of the Swiss Civil Code.

Article 2: The seat is the address of the Honorary Treasurer.

II. OBJECTS:

Article 3: The objects of the Association are to provide information 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: There shall be one class of membership defined as ordinary member.

- (a) 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 alternatively have, or had close connections with the United Kingdom, the Commonwealth, or Ireland.
- (b) Members of the Association are entitled to vote at General Meetings and to stand for election as Councillors.
- (c) 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 Chairperson at least 30 days before a General Meeting.
- (d) The Council may refuse admission without indicating a reason.
- (e) Any person, who in the past was granted honorary membership by the Council, shall retain that status indefinitely.

Article 5: Resignation should be presented in writing to the Chairperson prior to the end of a year to take effect on 31st 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 31st 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Article 7: Members who have resigned or had their membership withdrawn lose all rights over the common property of the Association.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: A General Meeting, the place and date agreed upon by the Council, shall be held at least once in every calendar year during the first six months of the year, for the following purposes:

- (a) to approve the Minutes of the last Annual General Meeting,
- (b) to receive and approve the Annual Report, the Treasurer's Report and the Auditor's Report,
- (c) to elect the Council and from among its members to elect the Honorary Chairperson, the Honorary Vice-Chairperson, and the Honorary Treasurer, pursuant to Article 18,
- (d) to appoint the Auditor or Auditors,
- (e) to determine the amount of the entrance fee and the annual subscription,
- (f) to conduct such other business as may be appropriate,
- (g) to approve any changes to the Articles of Association.

Article 10:

- (a) The Council shall convene the Annual General Meeting.
- (b) The Council shall also convene an Extraordinary General Meeting 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 present, and in good standing.

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.
- (b) Voting in General Meetings shall be by a show of hands unless a secret ballot of all Members present is demanded by any Member present. Voting shall be operative by a simple majority. In case of an equality of votes, the Chairperson shall have the casting vote.
- (c) In the event of a secret Ballot, the Chairperson, or if indisposed, the Vice-Chairperson, Treasurer, or a designated member of the Council, appointed by the said Council, will act as Presiding Officer and prepare the ballot papers. The Presiding Officer will appoint two monitors from the general membership to oversee the counting of the 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 15 Councillors elected by the Annual General Meeting.

The Council may co-opt any Members of the Association provided the total number of Councillors does not exceed 15.

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

Article 17: The Council shall meet at least twice a year and at such other intervals as shall be decided.

Article 18:

- (a) The Council shall propose to the Annual General Meeting the election from amongst its members of an Honorary Chairperson, an Honorary Vice-Chairperson, an Honorary Treasurer and other Honorary officers from inside the membership, as are deemed necessary in the circumstances.
- (b) The Council may appoint committees or working parties for particular tasks which any Member of the Association may be invited to participate in.
- (c) The Council may appoint persons to carry out tasks to do with the administration of the Association and pay them a stipend. The amount of the stipend will be determined by the Association's office holders, subject to ratification by the Council.

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 an equality of votes, the Chairman shall have the 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:

- (a) Member's personal liability for Association debts shall be limited to their subscriptions which are due and unpaid.
- (b) The Council may authorise any Council member, or any other person, to organise an event for and on behalf of the Association.
- (c) Persons authorised to organise 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 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 Chairperson and the Treasurer jointly or either of these jointly with another Member of the Council proposed, seconded and approved by a majority vote of the Council

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 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 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.