

# By-laws

## of the AFS Intercultural Programs Switzerland Association

### I. General

#### Name and place of business

##### Art. 1

An Association is constituted in the Commercial Register under the name «AFS Intercultural Programs Switzerland/AFS Interkulturelle Programme Schweiz/AFS Programmes Interculturels Suisse/AFS Programmi Interculturali Svizzera/AFS Programs Interculturals Svizra» (hereinafter referred to as «Association») according to Art. 60 et seq. of the Swiss Civil Code, having its domicile and principal place of business in Zurich.

The Association is neutral with regard to politics, religion, ethnicity and gender.

The Association is part of the worldwide AFS network. It adheres to the «AFS Articles of Partnership» and other binding requirements and regulations for AFS partner organizations in the AFS network.

#### Purpose

##### Art. 2

The purpose of the Association is:

- a) to increase mutual understanding between people of different cultural backgrounds, i.e., people with diverse national, cultural, regional, religious, social and ideological origins;
- b) to facilitate the search for common ground, to eliminate prejudice against others and to promote individuals' cultural self-awareness through organizing close contacts between people of different cultures and in discussion with others.

AFS does not pursue any commercial aims nor does it seek to make a profit.

#### Means

##### Art. 3

The Association takes all necessary steps to fulfill its purpose, specifically by:

- a) organizing, implementing, facilitating and promoting intercultural exchange programs and other activities within Switzerland as well as between Switzerland and other countries;
- b) cooperating with AFS Intercultural Programs Inc., New York, USA and AFS partner organizations in the worldwide AFS network, with local, cantonal and federal school authorities and other authorities, as well as with other national and international organizations, institutions and authorities relevant to the purpose of the Association in order to promote the purpose of the Association.

In order to achieve the purpose of the Association, the Association may acquire, manage and sell real estate, participate in other organizations and enterprises, and undertake all other activities and actions that serve this purpose.

#### Financing

##### Art. 4

The Association is financed by:

- a) membership fees,
- b) program participation fees,
- c) income from activities and events as well as from services for third parties within the scope of the purpose of the Association,
- d) donations, grants and financial support,
- e) contributions by public authorities.

**Language**

**Art. 5**

The common language of the Association for administration and negotiations is English. Where necessary, the Swiss national languages are also accepted.

These By-laws are published in German, English and French. The German version is the authoritative version.

**Financial year**

**Art. 6**

The financial year begins January 1 and ends December 31.

## **II. Members and Sponsors**

**Memberships and membership fees**

**Art. 7**

- a) The Association has the following categories of members:
  - regular members,
  - honorary members.
- b) Regular members may be private individuals or legal entities that support the Association and its purpose, aims and interests. Each regular member is obligated to pay an annual membership fee (for exceptions, see below Art. 7c). The General Assembly is responsible for setting the membership fee.
- c) Program participants are automatically regular members starting from their return until the end of the financial year of the first General Assembly after their return. They shall not pay membership fees during this period. If they wish to retain their membership thereafter, they shall inform the Association and pay the regular membership fee from then on.
- d) Members of the Board who are not already regular members or honorary members shall become regular members of the Association upon taking office for the duration of their term of office. If they wish to retain their membership after termination of their term of office on the Board, they shall inform the Association accordingly.
- e) Persons who have an employment contract with the Association may be regular members. For the duration of the employment relationship, they are subject to an extended obligation to abstain from voting in accordance with Art. 11.7 Para. 3 and to the restriction on eligibility for election to the Board of Directors in accordance with Art. 13.1. In all other respects they shall have the same status as regular members.
- f) At the request of the Board, the General Assembly may appoint as honorary members of the Association persons who have rendered outstanding services to the Association. They shall not pay a membership fee. In all other respects they shall have the same status as regular members.

**Sponsors**

**Art. 8**

Sponsors are private individuals or legal entities who may or may not be members, who support the Association financially or through contributions in kind or services over and above the payment of any membership fees. The Board may define this in more detail in a separate regulation.

**Start and end of membership**

**Art. 9**

Membership can start at any time. Applications for membership shall be sent to the Office. The Board shall make the final decision on granting membership. It may refuse the application without giving reasons. The full membership fee for the current financial year at the time of admission must be paid.

Membership shall terminate with resignation, expulsion or death (private individuals) or dissolution (legal entities). Resignation is possible at any time before the end of a financial year by notifying the Office by letter or electronically.

The Board may expel a regular or honorary member from the Association at any time if he/she seriously infringes the By-laws of the Association or the interests and aims of the Association. The Board shall inform the member in writing of the decision, stating the reasons. This decision may be appealed within 30 days of notification by registered letter to the Chairperson for the attention of the next General Assembly.

A regular member who fails to pay the membership fee despite a reminder may be expelled by the Board without right of appeal to the General Assembly.

Upon notification of the decision of the Board, all rights and functions of the member in the Association shall be suspended.

In the event of resignation, exclusion, death or dissolution, the membership fees for the current financial year shall remain due in full.

### III. Governing Bodies

#### Overview

#### Art. 10

The governing bodies of the Association are:

- a) the General Assembly (GA),
- b) the Board,
- c) the Auditor.

#### General Assembly

#### Art. 11

##### .1 Composition

The General Assembly consists of the members of the Association as defined in Art. 7. It is the supreme body of the Association.

##### .2 Business

The business of the General Assembly is:

- a) to approve the minutes of the previous General Assembly;
- b) to approve the annual report and the financial accounts;
- c) to receive the Auditor's report;
- d) to discharge the Board;
- e) to acknowledge the annual budget;
- f) to decide on motions of the Board or individual members;
- g) to elect the members of the Board, the Chairperson (possibly also joint Chairpersons) and the Auditor;
- h) to elect honorary members;
- i) to make amendments to the By-laws;
- j) to set membership fees;
- k) dissolution (including liquidation and application of any proceeds of liquidation) and merger of the Association;
- l) all other business that falls to it by law or the By-laws of the Association or that is submitted to it by the Board.

##### .3 Convening

The General Assembly shall be held each year within six months of the end of the financial year. An invitation shall be sent to all members at least four weeks in advance by letter or electronically.

The invitation shall be accompanied by the minutes of the last General Assembly, the agenda with the motions of the Board on the items of business, and, in the case of elections, a list of all persons newly nominated and to be confirmed, as well as proposals for amendments to the wording of the By-laws giving brief reasons.

The invitation shall state that other documents (annual report, financial accounts, Auditor's report, personal statements from election candidates, other accompanying documents) will be available online at least two weeks before the General Assembly.

Attention is also drawn to the conditions for additional motions by members pursuant to Art. 11.4.

No resolution may be passed and no election may be held on business and nominations not properly notified by the Board.

#### **.4 Motions from members**

Members with voting rights may at any time – including at the General Assembly – put forward motions regarding items of business already on the agenda and nominations notified in the invitation.

Members with voting rights may request the inclusion of additional items of business on the agenda and further nominations for elections. Such motions (including personal statements from nominated persons) must be submitted to the Board by letter or electronically no later than three weeks before the General Assembly. They must be checked by the Board in a timely manner. If the motions or nominations have been made in due time and are neither contrary to the By-laws nor contrary to law or accepted moral standards, the Board shall accept such motions and nominations and communicate them to the members no later than two weeks before the General Assembly. Otherwise, the Board shall immediately notify the person submitting the motion that it has been rejected.

Where an additional item of business has not been proposed in due time, the Board may nevertheless submit it to the General Assembly for consideration. However, to pass a resolution it needs to be included on the agenda of the next General Assembly or an Extraordinary General Meeting.

#### **.5 Quorum**

Every General Assembly convened in accordance with these By-laws is quorate and can vote on matters irrespective of the number of members present.

#### **.6 Procedures and minutes**

As a rule, the General Assembly shall be held as an in-person event. However, it may also be held online (e.g., as a video conference) or hybrid. In all cases, the provisions of Art. 11 shall also apply to online or hybrid General Assemblies. Where necessary, the Board shall organize relevant supplementary regulations, e.g., with regard to technical infrastructure, procedure and recording of results of resolutions and elections and similar.

The General Assembly shall be chaired by the Chairperson or, if the Chairperson is unable to do so, by the Vice-Chairperson or another member of the Board appointed by the General Assembly. At the beginning of the General Assembly, the vote counters and the minute taker(s) shall be elected by the General Assembly.

At least one set of minutes shall be kept, which shall be sent to members by letter or electronically within 45 days and approved at the next General Assembly.

#### **.7 Voting regulations and rights, recusal**

Each member present and entitled to vote shall have one vote; proxy voting shall not be permitted. Legal entities shall exercise their voting rights through an authorized representative. Legal entities shall exercise their voting rights through their authorized representative bodies or an authorized representative. Powers of attorney must be submitted at the latest at the beginning of the General Meeting.

All regular members who are admitted as members at the time the invitation is sent out and who have paid all membership fees due, as well as all honorary members, are entitled to vote and to be elected at the General Meeting.

Members must abstain from voting on items of business concerning themselves or persons or companies associated with them, i.e., they may not take part in discussions nor be entitled to vote. Associated persons are family members as well as spouses, life partners, business partners and their relatives. Associated companies are companies for which a member works or in or with which he/she has an interest or is otherwise associated. For persons who are in an employment relationship with the Association, this obligation to abstain from voting also applies to

all business and resolutions that directly concern the Office or the Executive Board.

Members of the Board do not have the right to vote on the discharge of the Board.

### **.8 Resolutions on items of business**

Voting shall generally be by open ballot, unless the General Meeting decides otherwise at the request of a member or the Board of Directors.

Unless otherwise provided for in these By-laws, resolutions on items of business shall be passed by a majority of the valid votes cast (simple majority: more Yes than No votes, abstentions and invalid votes shall not be counted).

The following resolutions require a qualified majority of the votes present:

- amendments to the By-laws: two-thirds of the votes present;
- merger and dissolution of the Association (including application of proceeds of liquidation): three-quarters of the votes present.

In the event of a tie (simple or qualified majority), the Chair shall have the casting vote with a second vote.

The Board may define this in more detail in a separate voting and election regulation.

### **.9 Elections**

Elections shall be by secret ballot (ballot papers). Each member shall have as many votes as there are vacant seats to be filled on the Board, but can give not more than one vote to each candidate.

In the first round of voting, an absolute majority shall apply (50% of present members entitled to vote plus 1 vote). If more candidates reach an absolute majority than seats are to be filled, they are elected in order of the number of votes. In the event of a tie, the decision shall be made by drawing lots.

If there are still vacancies after the first ballot, a second ballot shall be held. In this second ballot, a simple majority shall apply (number of votes corresponding to at least 50% of the valid ballot papers cast plus one vote, blank ballot papers are counted). If this is reached by more candidates than there are vacancies to be filled, those with the most votes are elected. In the event of a tie, the decision shall be made by drawing lots.

Vacancies that are not filled remain open until the next elections.

## **Extraordinary General Meeting**

### **Art. 12**

The Board may convene an Extraordinary General Meeting at any time.

In addition, one-fifth of all members or the Auditor may request in writing or electronically to the Board the convening of an Extraordinary General Meeting specifying the agenda items and motions, which shall then be held within three months.

Such meetings may also be held in writing with resolutions passed by circular letter. The provisions of Art. 11 applicable to the General Assembly shall also apply to Extraordinary General Meetings.

## **Board**

### **Art. 13**

#### **.1 Composition and eligibility**

The Board consists of five to eight persons, namely the Chairperson (plus possibly a joint Chairperson), the Vice-Chairperson (plus possibly a joint Vice-Chairperson) and at least three to a maximum of six other members.

Members of the Board are members of the Association during their term of office (Art. 7b para. 3).

Persons who have an employment contract with the Association cannot be members of the Board. The Managing Director participates in the meetings of the board in an advisory capacity, unless otherwise decided by the board.

## **.2 Election**

Members of the Board shall be elected by the General Assembly for a term of two years. Re-election is possible without limitation. As far as possible, it should be ensured that individual terms of office do not end simultaneously.

## **.3 Powers and tasks**

The Board shall carry out the resolutions of the General Assembly. It is the supreme governing body of the Association and shall be responsible for promoting and achieving the purpose of the Association and for all activities undertaken by the Association to that end.

Its tasks include:

- a) determination of the strategy and means to achieve the strategy as well as business policy;
- b) determination of the organization and tasks of the Office;
- c) organization and control of the accounting and financial system;
- d) preparation of the annual report and financial accounts;
- e) convening and organization of the General Assembly;
- f) adoption of organizational and other regulations as required;
- g) election, appointment and oversight of the Managing Director and issue of relevant instructions to the Managing Director;
- h) representation of the Association and determination of signatory powers;
- i) maintaining relations with members, sponsors and volunteers;
- j) all business submitted to it by the Managing Director;
- k) all business not assigned to another body of the Association by law, by the By-laws of the Association or regulation.

## **.4 Rules of procedure**

The Chairperson shall be elected by the General Assembly. Otherwise, the Board shall constitute itself.

In the event of departure of a Board member during the term of office, the Board may fill the vacancy with another suitable person (co-option). This person must be a member of the Association and must be duly elected or confirmed at the next General Assembly.

The Board of Directors meets as often as business requires. The Board constitutes a quorum when more than half its members are present. Each member of the Board has one vote; proxy voting is not permitted. The Board passes its resolutions and makes its elections by a simple or relative majority, without a casting vote by the Chair. At least a decision protocol of its meetings shall be kept.

The Board may delegate certain tasks and powers to individual Board members, to the Managing Director or to third parties. It may set up working groups and also call in internal and external experts and other persons. In all cases, the Board remains jointly responsible to the Association and the General Assembly.

The Board may define further details in organizational regulations.

## **.5 Honorary office holding**

The members of the Board hold office in an honorary capacity. They are entitled to compensation for their actual expenses and cash outlays. Appropriate compensation may be agreed in advance for special services rendered by individual Board members.

### **Office and Managing Director**

#### **Art. 14**

The Office shall consist of the Managing Director (joint managing directors are possible) and the other staff members.

The Office's responsibilities include administration, operational business, financial accounting, handling of financial planning and controlling instruments as well as the organization and supervision of the Association's volunteer network.

The Office is managed by the Managing Director who is appointed by the Board and has an employment contract with the Association. He or she reports to the Board and provides it with the necessary basis for decision-making.

The Board may define further details in organizational regulations.

**Representation and  
authority to sign**

**Art. 15**

The Chair(s), Vice-Chair(s) and Managing Director as well as any other persons appointed by the Board shall represent the Association externally.

The Board shall determine the persons authorized to sign on behalf of the Association. As a rule, two persons shall sign jointly and shall be entered in the Commercial Register. Any granting of individual powers of attorney for individual items of business and affairs of the Association shall be made by the Board.

The Board shall designate the two persons authorized to jointly sign and manage the Association's bank accounts.

**Auditor**

**Art. 16**

The Auditor is elected by the General Assembly for a term of one year and may be re-elected without limitation. The Auditor shall be entered in the Commercial Register.

A licensed auditing company shall be selected as Auditor. The Auditor shall carry out a limited audit in accordance with Art. 727 et seq. of the Swiss Code of Obligations.

**IV. AFS Volunteer Network**

**Art. 17**

The Association has a large volunteer network consisting of former program participants, current or former host family members and other persons connected with the Association and its activities. Volunteers may be members of the Association, but this is not a requirement.

Volunteers actively support and promote the interests and success of the Association in various ways and are therefore an important part of AFS Switzerland. The Board and Office shall maintain regular contact with volunteers in an appropriate manner. They shall ensure that the concerns of volunteers in Association matters are duly taken into account.

In consultation with the Board, the Office can delegate Association tasks to individual volunteers or groups of volunteers (e.g., local chapters) on a one-off or regular basis. These volunteers organize themselves in consultation with the Office. In carrying out their activities, they are bound at all times by the vision, mission, values, guidelines and strategy of AFS Switzerland.

The Office is the contact point for volunteers. It shall keep a register of volunteers and volunteer groups entrusted with tasks delegated by the Association and support them in the execution of such tasks. The volunteers and volunteer groups are accountable to the Board via the Office.

The Board may define this in more detail in a separate regulation.

## V. Concluding Provisions

### Merger and dissolution

#### Art. 18

The Association may only merge with another legal entity that is exempt from taxation and whose purpose is as similar as possible.

In the event of dissolution, the proceeds of liquidation shall be distributed to another tax-exempt legal entity whose purpose is as similar as possible. The assets of the Association shall not be distributed to the members.

Unless otherwise decided by the General Assembly, liquidation shall be carried out by the Board.

### Entry into force

#### Art. 19

These By-laws replace the By-laws of April 1958, which were last revised in March 2015. They were adopted at the General Assembly held in Zurich on 1 April 2023 and took immediate effect.

The Board shall arrange for entry of the amendments to the By-laws in the Commercial Register of the Canton of Zurich. The Cantonal Tax Office of Zurich, Legal Department shall also be notified of any amendment to these By-laws or the possible dissolution of the Association.

Zurich, \_\_\_\_\_

Chair:

Vice-Chair: