

# By-laws

## AFS Intercultural Programs Switzerland

### I. Name, Place of Business and Purpose

#### Name

##### Art. 1

Under the name "AFS Intercultural Programs Switzerland/ AFS Interkulturelle Programme Schweiz/ AFS Programmes Interculturels Suisse/ AFS Programmi Interculturali Svizzera/ AFS Programs Interaculturals Svizra" (hereinafter referred to as AFS) an association is constituted according to Art. 60 *et seq.* of the ZGB (Swiss Civil Code), having its domicile and principal place of business in Zurich.

#### Purpose

##### Art. 2

The purpose of AFS is

- a: to increase mutual understanding between people of different national, cultural, regional, religious, social and ideological backgrounds;
- b: to increase individual self-knowledge through close contacts with people of different cultures and thus to facilitate the search for common ground and the elimination of prejudices.

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

#### Means

##### Art. 3

AFS fulfils its purpose, specifically by

- a: promoting, mediating, organizing and carrying out intercultural exchange programs and related activities within Switzerland as well as between Switzerland and other countries;
- b: cooperating with the other organizations of the worldwide AFS network, with local, cantonal and federal scholastic and other administrations, as well as with other organizations relevant to the aims of AFS.;
- c: supporting AFS Intercultural Programs Inc., New York, USA, and/or other AFS organizations, in their endeavours to promote intercultural exchange programs;
- d: running an office employing a Managing Director and other staff permanently or on contract, and entrusting them with the work of the Association;
- e: engaging volunteers, local committees and/or other voluntary groups to undertake assignments for the Association.

#### Financing

##### Art. 4

AFS is financed by

- membership fees
- program participation fees
- donations by individuals
- donations and contributions by corporate bodies and
- contributions by public authorities

**Language** **Art. 5**  
In principle, the official language of AFS for administration and negotiations is English. If necessary, the Swiss national languages are also accepted.  
These by-laws are published in English, German, and French, the German version being the authoritative one.

**Financial year** **Art. 6**  
The financial year begins January 1<sup>st</sup> and ends December 31<sup>st</sup>.

## II. Members and Sponsors

**Membership** **Art. 7**  
AFS has the following categories of members:  
a: regular members;  
b: ex officio members;  
c: Honorary members.  
A regular member is any person who has paid the membership fee.  
The annual membership fee is Fr 50.--. For those under 25 years of age a reduced fee of Fr. 30.-- applies. AFS Switzerland volunteers pay a token membership contribution of 1 Swiss franc (1.--).  
All permanent and contracted AFS office staff members are ex officio members. They do not pay a membership fee.  
Members or sponsors of AFS who have been of special service in promoting the purpose of AFS may be appointed honorary members by the General Assembly, on a motion of the Board. They do not pay a membership fee.

**Sponsors** **Art. 8**  
Sponsors are private persons or corporate bodies who support AFS – financially or otherwise – over and above the payment of any membership fees. Sponsors are also persons who support AFS financially but have expressed the wish not to be members.

**Expulsion from membership** **Art. 9**  
The General Assembly can expel a member from the association. Readmission to membership is decided by the General Assembly on a motion of the Board.

## III. Governing Bodies

**Structure** **Art. 10**  
The governing bodies of the AFS are:  
a: the General Assembly;  
b: the Board;  
c: the Auditor.

## **General Assembly**

### **Art. 11**

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

#### **Business**

The business of the General Assembly is:

- a: to receive the annual report;
- b: to approve the annual accounts;
- c: to discharge the Board;
- d: to determine and approve the annual budget;
- e: to elect the Chairperson, the Vice-Chairperson, the other members of the Board as well as the Auditor
- f: to vote on motions of the Board or of individual members;
- g: to amend the by-laws

#### **Timing**

The regular General Assembly takes place each year before the end of April

#### **Invitation**

A written invitation to the General Assembly, including the agenda, shall be addressed to the members at least two weeks in advance of the meeting.

#### **Agenda**

Motions by members to include an item in the agenda shall be addressed to the Head Office, for the attention of the Board, at least one week in advance of the General Assembly.

#### **Quorum**

The General Assembly constitutes a quorum if at least 20 members, not including Board members, are present.

#### **Voting majority**

In votes and elections, the presiding officer is also entitled to vote.. In case of a tie the presiding officer's vote shall be decisive. Motions to reconsider a previous item on the agenda, amendments to the Constitution, and a resolution to dissolve the Association (Art. 19-20) require a majority of two thirds of the members present.

## **Extraordinary General Meeting**

### **Art. 12**

The Board may convene an Extraordinary General Assembly at any time, subject to the rules applying to ordinary General Assemblys (Article 11)

A minimum of 50 members may call for an Extraordinary General Assembly, specifying the items to be included on the agenda. The Board must comply with any such request within three months.

## **Postal voting**

### **Art. 13**

The Board may at any time organize a vote or election by mail, in place of a General Assembly. The vote is valid if at least 10 percent of the members, excluding the Board, participate in it within the time-limit fixed by the Board.

## **Board**

### **Art. 14**

The Board consists of 5-9 members, who must include:

- a: Chairperson
- b: Vice-Chairperson
- c: Secretary
- d: Managing Director
- e: 1-5 additional members

### **Election**

All Board members, except the Managing Director, shall be elected by the General Assembly for a two-year term of office. Re-election is permitted..

### **Managing Director**

The Board appoints the Managing Director. For the duration of his/her employment he/she is a member of the Board with the right to vote. His/her rights and duties shall be specified in the contract of employment and the internal handbook of duties and regulations (*Pflichtenheft*) issued by the Board

### **Powers**

The powers of the Board are:

- a: to act within the policy guidelines set by the General Assembly and to implement its decisions;
- b: to supervise the senior management;
- c: to authorize expenditures that are not provided for in the yearly budget; exceptional expenses must not exceed 2 percent of the budgeted annual turnover;
- d: to deploy the financial resources approved by the General Assembly (Art. 11);

### **Procedure**

The Board establishes its own rules of procedure.

Within the context of its assigned tasks, the Board is authorized to issue the appropriate regulations, guidelines etc. It can nominate subcommittees and teams and can call in third parties (members and non-members) to fulfil its tasks.

In all circumstances, however, responsibility rests with the Board.

The Board convenes as often as necessary for the conduct of business, upon invitation of its Chairperson or two of its members. The convocation, including the agenda, and the place and time of the meeting, must be issued at least one week prior to the Board meeting. The Board constitutes a quorum if more than half of its members are present. It passes its resolutions by a simple majority of votes. The Chairperson takes part in the voting and has the casting vote in case of a tie.

### **Honorary office-holding**

The members of the Board, with the exception of the Managing Director, hold office in an honorary capacity and may only claim reimbursement of actual expenses and cash disbursements. Exceptional service by individual Board members may be rewarded by appropriate remuneration.

**Rights & Duties of the Board Members**

**Art.15**

Every Board member makes a personal commitment to the successful pursuance of the aims of the Association..

The Chairperson represents AFS in public, gives the necessary instructions to the Managing Director, chairs the Board meetings and the General Assembly, and presents an annual report to the General Assembly.

The Vice-Chairperson shall deputise for the Chairperson if the latter is unable to perform the duties of the Chair.

The Secretary takes the minutes at the Board meeting and at the General Assembly.

The Managing Director attends to all business matters and correspondence of the Association in accordance with the manual of duties and regulations (*Pflichtenheft*) issued by the Board. (S)he is in charge of the head office and appoints the members of the secretariat. (S)he keeps the books of the Association and presents the annual financial report for the attention of the General Assembly.

If, during his/her term of office, a Board member resigns or is permanently unable to full fill his/her duties, the Board shall transfer his/her duties and powers to one or more other members of the Board for the remainder of the term. The Board may also appoint a regular member of AFS as an interim Board member until the end of the term; this member shall have the same rights and duties as the other Board members.

**Signature**

**Art. 16**

The Chairperson and the Managing Director have sole signatory power for the Association.

**Auditor**

**Art. 17**

The auditor is elected annually by the General Assembly. A re-election is permissible. The auditor carries out an audit according to OR Art. 727 *et seq.*

**IV. Local Committees and other volunteer groups**

**Rights and duties of Local Committees and other volunteer groups**

**Art. 18**

Local Committees and other volunteer groups, who have been entrusted with tasks on behalf of the Association, organize themselves in consultation with the Head Office.

The Head Office keeps a directory of all existing committees and groups. The Head Office is their point of contact and specifies their tasks, rights and duties.

Local Committees and other groups of volunteers are accountable to the Board via the Head Office.

Local Committees and other groups of volunteers may, in consultation with the Office, carry out their own fund-raising for certain activities and may levy their own membership fees.

**V. Concluding provisions**

**Amendment of by-laws**

**Art. 19**

The General Assembly may decide on amendments to the by-laws, provided this item is presented on the agenda accompanying the invitation to the Meeting.

**Dissolution of the Association**

**Art. 20**

The dissolution of the Association may be decided by the General Assembly, provided this item is presented on the agenda accompanying the invitation to the Meeting.

In the event of dissolution of the Association the available assets shall be transferred

- either to AFS Intercultural Programs Inc., New York, USA;
- or to an organization, foundation or public agency which is concerned with intercultural exchange of school pupils or students in higher education;
- or, in the event that AFS is merged with, or is replaced by, another organization with the same or similar goals, to the new organization.

The General Assembly shall make the final decision on dissolution on a motion by the Board. It is imperative that any organization benefiting from such dissolution should be tax-exempt. .

Reversion of the assets or parts of them to the members is banned.

The liquidation is carried out by the Board.

**Entry into force**

**Art. 21**

The above by-laws replace the original Constitution of 1958, last revised in March 2001. They have been approved by the General Assembly of 28 March 2009 and take immediate effect.

The Board shall arrange for the amendments to the By-laws to be entered in the Commercial Register of the Canton of Zürich.

All amendments to these by-laws or the eventual dissolution of the Association must also be notified to the Legal Department of the Cantonal Tax Office, Canton of Zürich.

The Chairperson:

The Secretary:



Jürg Rüttimann



Sabine Siegrist