

Statutes of association (TEMPLATE)

The following Statutes are a template of statutes of association under Swiss law. It has to be completed and can be modified according to the mode of governance and objectives of the association to be created. The elements in blue have to be completed. The elements in green are comments and indications that have to be removed from the final version of Statutes.

Statutes of association

name of the association

Name and headquarters

Article 1

(...) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the [Swiss Civil Code](#). It is neutral politically, and non-denominational.

Article 2

The Organization's headquarters are located in the State of Geneva. The Association shall be of [limited / unlimited duration](#).

Aims

Article 3

The Association shall pursue the following aim(s):

(...)

Resources

Article 4

The Association's resources are derived from:

- donations and legacies;
- sponsorship;
- public subsidies;
- membership fees;
- any other resources authorized by the law.

The funds shall be used in accordance with the Association's social aims.

Members

Article 5

To become a member of the Association (...) (indicate membership conditions).

Any physical person or legal entity may become a member if they have demonstrated their dedication to the goals of the Association through their commitments or actions.

The Association comprises:

- founding members
- active members (To be defined)
- honorary members (To be defined)
- associate members (To be defined)
- (...)

(There may be different categories of members with different voting rights. If that is the case, each category shall be defined. This list is not compulsory and can be shortened).

Requests to become a member must be addressed to the Committee. The Committee admits new members and informs the General Assembly accordingly.

Membership ceases:

- On death;
- By written resignation thereby notifying the Committee at least six months before the end of the financial year;
- By exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;
- For non-payment of dues for more than one year.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

Organs

Article 6

The Association shall include the following organs:

- 1.General Assembly,
- 2.Executive Committee,
- 3.Auditor.

General Assembly

Article 7

The General Assembly is the Association's supreme authority. It is composed of all the members.

It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Committee or at least of one-fifth of its members.

The General Assembly shall be considered valid regardless of the number of members present.

The Committee shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

Article 8

The General Assembly:

- Shall approve the admission and expulsion of members;
- Appoints the members of the Committee and elects, at a minimum, the President, the Secretary and the Treasurer;
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoints an auditor for the Organization's accounts;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;
- Fixes the annual membership fees.

Article 9

The General Assembly is presided over by (...) (example: the President of the Association or the Treasurer, without naming anyone).

Article 10

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

Article 11

Votes are by a show of hands. Voting can also take place by secret ballot, if at least five members request it.

Article 12

The agenda of the ordinary annual session of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- Approval of the Committee's annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Setting of membership fees
- Approval of the budget
- Approval of reports and accounts
- Election of Committee members and Auditor
- Miscellaneous business

Committee

Article 13

The Committee is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

Article 14

The Committee is composed of at least (...) members elected by the General Assembly. Each member's term of office shall last for (...) and renewable (...) times. The Committee meets as often as the Association's business requires.

Article 15

The Committee members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees

cannot exceed those paid for official commissions. For activities beyond the usual function, each Committee member is eligible for appropriate compensation.

The paid employees of the Association have only a consultative vote on the Committee.

Article 16

The functions of the Committee are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

Auditor

Article 17

Each year the General Assembly appoints two auditors. It may also entrust this task to a fiduciary company.

The auditors shall check the operating and annual accounts prepared by the committee and present a written and detailed report to the annual ordinary general meeting.

Signature and representation

Article 18

The Association is legally bound by the [individual / joint signature of \(...\)](#). (Example: [President or member of the Committee. Without naming anyone but using titles](#)).

Various provisions

Article 19

The financial year shall begin on 1 January and end on 31 December of each year.

Article 20

Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances

should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the Constituent General Assembly of (...) at (...)

For the Association

President

Secretary

References and useful links

- [Droit de l'association](#), Jean-François PERRIN, 3ème Edition Schulthess, coll. Droit civil suisse, Zurich, 2008
- [Swiss Association](#), Niederer Kraft & Frey, NKF Series, Publication 17, Zurich, 2011