

Charter of the Swiss-American Society

Name and purpose

§ 1. The name:

"Schweizerisch-Amerikanische Gesellschaft - Zürich"

"Société Suisse-Américaine - Zurich"

"Swiss-American Society - Zurich"

Founded in 1920 as Swiss Friends of the USA (SFUSA), an association based in Zürich with the purpose of maintaining and promoting friendship, cultural and economic relations between Switzerland and the USA.

§ 2. In order to achieve its purpose, the association organizes lectures and presentations on topics ranging from trade, industry, technology, culture and science all exempting ties to political parties. The association may also carry other activities to pursue its purpose.

In addition, the association supports a separate scholarship fund with contributions from members and third parties, from which additional scholarships are awarded to applicants who wish to further their education in the USA.

Organization

§ 3. The organs of the association are:

- a) the General Assembly
- b) the Management Board
- c) auditing agency

§ 4. At the General Assembly, each member that is present has one vote and is entitled to represent two other members with a written proxy. The majority of the board of directors should consist of full time members.

§ 5. Regular events (speakers) of the association usually takes place every month. Extraordinary events are convened by a resolution of the Board of Directors and also at a written request of at least one fifth of the members.

§ 6. Within the authority of the ordinary general assembly held in the first semester:

- a) Election of the executive committee and the president
- b) Election of the auditors
- c) Appointment of honorary members
- d) Determination of the annual fee contribution
- e) Approval of the annual report and annual accounts
- f) Revision of the charter according to § 21
- g) Exclusion of members according to § 20, 1. paragraph
- h) Handling of written applications forms which have been submitted to the executive committee 14 days prior

§ 7. A simple majority of votes cast is required to complete the business, whereas a two-thirds majority is required for amendments to the charter of the Association.

§ 8. The management board is the executive body of the association. Its board members elected for a term of three years and consists of eight to fourteen members. The Board of Directors is authorized to make any supplementary elections that may become necessary during the term in office.

§ 9. With the exception of the president, who is elected by the General Assembly, the Board constitutes itself and appoints any commissions.

A re-election of the President after the expiry of the term of office is not possible. The resigning President can be re-elected as a normal Board member

The Board of Directors appoints a Nomination Committee, which is responsible for the search and proposal of the new President responsible for the General Assembly.

§ 10. The Management Board represents the association towards the outside. The President or the Vice President together with a member of the Executive Committee have the authorization for a legally binding signature.

§ 11. Within the competences and duties of the boards are:

- a) the fulfillment of the decisions of the general assembly
- b) the measures for carrying out the tasks referred to § 1 and 2
- c) the management of finances
- d) the organization of events within the scope of the association endeavors
- e) the exclusion of members according to § 20, 2. paragraph

§ 12. The auditing agency consists of two members, who are elected by the general meeting of shareholders for a term of office of three years. They must examine the accounts approved by the Board of Directors and submit a written request for acceptance or rejection to the general assembly.

§ 13. The annual accounts cover the period from 1 April to 31 March

Membership

§ 14. The association is composed of:

- a) Honorary members,
- b) Free members
- c) Voluntary members

§ 15. Honorary members can be appointed at the general assembly: Personalities and legal persons who have rendered outstanding services to promotion of good relations between Switzerland and the U.S. can be elected

Full members can become:

- a. Citizens of Switzerland and the U.S.
- b. Persons, companies and associations which maintain relations between both countries or which are particularly interested in the efforts of the association

The executive committee may occasionally appoint free members. Free members must meet the criteria for a normal membership. Free memberships ends at the latest at the second general assembly after the appointment.

§ 16. Applications for admission as a full member must be submitted in writing to the Executive Committee and must be recommended by at least one other full member. The Executive Committee makes the final decision upon admission.

§ 17. Honorary members and free members do not pay an annual membership fee. The annual membership fee must be paid within 30 days after the General Assembly.

§ 18. Exit from the Society must be submitted in writing to the president a month before the end of the Society's year. The resigning member is obliged to pay the membership fee for the current year.

§ 19. Any claim to the association's assets expires upon exit.

§ 20. Members who are in conflict with the interests of the Society can be expelled from the Society by the General Assembly after attending a hearing with the Executive Board. Members who have not paid their annual membership fee within a 12 months period and despite receiving two payment reminders can be excluded from the Society by the Executive Committee.

Final provisions

§ 21. A revision of the charter can be carried out either by the general assembly after receiving a request from the executive committee or after receiving a request from one-fifth of the members

§ 22. The dissolution of the Association can only be decided by the general assembly, which is specially convened for this sole purpose through a written letter. This decision requires three-quarters of votes.

This specific meeting will decide about the liquidation of all assets of the association.

This was decided by the general assembly on June 5th 2019.

Status: June 2019