

## International Women's Club of Lucerne Articles of Association

Approved at the Annual General Meeting in 1994 and amended at the AGM of 1997, 2003, 2009, 2014, 2017, and 2020\*

### Article 1: NAME

The "INTERNATIONAL WOMEN'S CLUB OF LUCERNE" (hereinafter called "the Club") has been established in Lucerne in accordance with Art. 60 et seq. of the Swiss Civil Code.

### Article 2: PURPOSE

The purpose of the Club is to provide a common meeting ground for English-speaking women in and around Lucerne. The Club shall be a non-profit, non-religious, non-political, social organisation.

### Article 3: MEMBERSHIP

- a) Any woman who is able to converse in English and is interested in participating in the activities of the Club is eligible for membership.
- b) Membership is obtained by written application to the Membership Secretary and payment of the membership fee.
- c) Members are requested, in the event of resignation, to inform the Secretary in writing. Membership fees are not refundable.
- d) Each member is entitled to one vote at the Annual General Meeting (AGM) or at any Extraordinary General Meeting called by the Board.
- e) Membership privileges may be withdrawn at the discretion of the Board, if a member's behaviour proves to be detrimental to the interests of the Club. The excluded member may appeal the decision of the Board at the next General Meeting. In such case, the majority of members present at the meeting shall make the final decision.
- f) The Club may, at the proposal of the Board, elect honorary members. Honorary members may vote and hold office but are exempt from paying membership fees.

#### Article 4: FINANCE

- a) All members shall pay an annual membership fee which shall be determined each year at the AGM.
- b) The financial year shall start on the 1st of June and end the following year on the 31st of May.
- c) The membership fee shall be paid within six weeks following the AGM. Non-payment of the membership fee within this period will result in the loss of the privileges of membership.
- d) An Auditor, who is not a Board member, shall be appointed at the AGM for the following financial year.

#### Article 5: THE MEETING OF THE MEMBERS

Meetings of the Members are held at least once a year and shall be called by the Executive Board. An Extraordinary General Meeting may be called at any time at the discretion of the Board or upon receipt by the Board of a petition signed by at least ten percent of the total number of members, stating the reason for the requested Extraordinary General Meeting. An Extraordinary General Meeting shall be called with at least 30 days prior notice. The quorum for an Extraordinary General Meeting shall be ten percent of the total membership.

- a) An AGM shall be held once a year, not more than four months after the end of the Club's financial year. The invitation to the AGM shall be published in the Newsletter at least six weeks prior to the AGM and shall call for nominations of office.
- b) The order of business at the AGM shall include:
  - i) Amendments to and approval of the minutes of the previous AGM
  - ii) Reports of the President, Treasurer, Secretary, other officers, and of the Auditor
  - iii) Request for approval of the reports and statutory discharge of the responsibilities of the board members.
  - iv) Election of the new board members for the following year
  - v) Appointment of the Auditor for the following year
  - vi) Determination of the amount of the membership fee for the following year

- vii) Dealing with and deciding on any business where a vote by the members is required.
- viii) Each member, including the board members, shall be entitled to one vote. The President shall also be entitled to one vote and shall, at her discretion, have a second decisive vote when a tie occurs.
- c) Voting by proxy is allowed, but each member shall not represent more than two members.
- d) Requests for matters to be included on the AGM agenda must be submitted in writing to the Board at least three weeks prior to the meeting.
- e) A quorum for the AGM shall be 10 % of the total membership.

#### **Article 6: THE EXECUTIVE BOARD**

- a) The Executive Board shall conduct the business affairs of the Club and represent it with third parties.
- b) The Executive Board shall consist of at least four officers:
  - i) President
  - ii) Vice President
  - iii) Secretary
  - iv) Treasurer
  - v) and may have a Membership Secretary, Newsletter Editor and up to 5 other Board Members.
- c) The Executive Board shall be elected by the members at the AGM.
- d) Any member having an interest in participating on the Executive Board can nominate herself or any other interested women, by contacting the President of the Club, up to six weeks before the Annual General Meeting. In the event that there are two or more equally suitable candidates, for any one position on the Board, two or more names shall be listed on the election ballot, if the nominees so desire.
- e) If a member of the Board becomes unable to complete her term of office, the resulting vacancy shall be filled by the Board at its discretion.

#### **Article 7: THE AUDITORS**

The Club's accounts are audited by an Auditor elected by the AGM, and the Auditor shall submit a written report at the following AGM.

#### **Article 8: POWERS TO SIGN**

- a) The President and the Treasurer shall have the power to sign on behalf of the Club. When a change is necessary, the AGM shall determine the amount above which two signatures are required.
- b) The Club shall be liable for its obligations exclusively within its assets. The liability of each member of the Club shall be limited in such a way that no individual member of the Club, including the members of the Executive Board, shall be liable for any debt, obligation, or liability of the Club beyond her membership fee.
- c) In order to protect individual members when acting on behalf of the Club, liability insurance shall be maintained. Each member and their family members or guests who take part in a club event do so at their own risk.

#### **Article 9: MEETING OF THE EXECUTIVE BOARD**

- a) Meetings of the Executive Board shall be held not less than five times each year. The place and date of the next meeting shall be decided upon conclusion of each meeting.
- b) The quorum for each meeting shall be 50 % plus one.
- c) The Board may create sub committees when needed.
- d) Decision-making at Board meetings shall be by a simple majority vote.

#### **Article 10: AMENDMENTS OF THE ARTICLES OF ASSOCIATION**

- a) The Articles of the Club may only be modified as follows:
- b) Any suggestion for modification of the Articles must be made in writing to the President of the Club at least five weeks prior to the General Meeting.
- c) Full notice of the proposed modification must be given to the members at least three weeks prior to the Annual General Meeting.

- d) A two thirds majority of the members present and eligible to vote at the AGM will be required.

#### **Article 11 DISSOLUTION OF THE CLUB**

The Club may be dissolved by a two-thirds majority vote of the members present at the AGM. In the event of dissolution, any balance of the Club's funds remaining after settlement of the Club's liabilities, shall be given to one or several recognised charities (designated at the AGM at which the dissolution of the Club was resolved).

#### **Article 12: MISCELLANEOUS**

For all matters not expressly regulated by the present Articles of Association, the relevant provisions of the Swiss Civil Code shall apply.

\* Supersedes all previous Articles of Association