

## Articles of Association

### **ARTICLE I: Name and location**

A non-profit association is organized under the name Columbia Alumni Association of Switzerland, Geneva Chapter (Columbia Club of Geneva or "the Club"). Which shall operate in accordance with these Articles of Association and with Articles 60 *et seq* of the Swiss Civil Code.

The Association shall have a corporate existence for an unlimited duration.

The headquarters of the Club are in the Canton of Geneva, Switzerland.

### **ARTICLE II: Purpose**

This Club is organized and shall be operated for academic, intellectual and social purposes. In furtherance of such purposes, the Club shall encourage a spirit of community among alumni and alumnae<sup>1</sup> of Columbia University who live or work in the territory of the club<sup>2</sup>, Switzerland and around the world; serve in extending knowledge of the aims and achievements of Columbia University; provide or facilitate academic, intellectual, cultural, benevolent and social events and opportunities for Columbia University alumni and alumnae in the territory of the club; and generally foster and promote the interests of Columbia University in a wide variety of areas.

### **ARTICLE III: Membership and Dues**

The Club shall consist of regular and honorary members. Those eligible for regular membership shall be:

- i. Alumni of any school or division of Columbia University residing in the territory of the club. An alumnus is any person who holds a degree from the University, was admitted to a degree-granting program and completed at least one year in good standing, or has received the a degree from a School of Columbia University, or is considered by a school of Columbia University to be an alumni (including graduates of Executive Education courses and Post-Baccalaureate Pre-Medicine Certificate from the School of General Studies)
- ii. Parents of current or former students of the University residing in this territory.
- iii. Students currently attending Columbia and residing in this territory;
- iv. Widows / widowers of Columbia alumni.
- v. Faculty of Columbia University.

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<sup>1</sup> As defined in Article III.

<sup>2</sup> The territory of the club is the area in and around Geneva, Switzerland including neighbouring Cantons and areas of France (e.g. Rhone Alpes).

Honorary members are those so designated by the Club, regardless of previous affiliation with Columbia.

The club reserves the right to adopt additional categories as needed.

The dues of regular members, if any, shall be set at the annual meeting.

Honorary and student members shall be exempt from the payment of dues. They shall enjoy all the privileges of regular members, except that they shall neither hold office, nor vote, nor have any right in or title to or interest in the property of the Club.

A member may terminate their membership by a notice in writing sent to the Secretary. Dues already paid by the exiting member shall not be refunded.

The Executive Committee may, at its discretion, suspend or expel any member whose conduct is judged as being against the interests of the Club. Members who have been suspended or expelled may request that a decision on the issue be taken by all the members present at the annual meeting.

The Executive Committee has the right to create additional membership categories.

#### **ARTICLE IV: Officers**

The officers of the club shall be a President, two Vice Presidents, Treasurer, and up to two Secretaries. The officers shall comprise the Executive Committee. The general management and operations of the Club, including maintaining the finances of the Club and planning and hosting activities consistent with the Club's purpose, are vested in the Executive Committee. The Executive Committee shall report on its work to the Annual Meeting of the membership.

Such committee has all competences expressly conferred to it in these Articles of Association and, generally, all competences which are not conferred to another body of the Club in the Articles of Association.

The President shall be the principal executive officer of the club. The President or in that officer's absence, the agreed Vice President present at the meeting, shall preside at all meetings of the members and of the board of directors, and shall have the usual authority of a chief executive, as may be required by custom or by the welfare of the Club or by request from the Columbia Alumni Association (CAA), including the authority and duties mentioned in these bylaws.

The Vice Presidents shall each serve as chairperson in charge of one of the standing committees, as described below;

The Vice President for External Relations shall liaise with the Columbia Alumni Association, the Alumni Recruiting Committee (ARC), with other elements of Columbia University and with other Geneva-based university alumni clubs for promoting the purposes of the Club in Geneva.

The Vice President for Programming will coordinate the work of the Programming Committee to plan social, philanthropic and academic events consistent with the Club's purpose.

The Treasurer shall have the power to designate and appoint any qualified bank as a depository of the Club, collect all fees and dues and shall keep the accounts of the club, shall report verbally and in writing at each regular meeting of the Executive Committee and at each annual meeting. He/she shall pay all bills upon the certificate of their correctness by the officer or the chair of the committee, which incurred the debt. He/she shall ensure that the accounts are compliant with Article 69a, first sentence, of the Swiss Civil Code. He/she shall perform such other duties as the board may determine.

The Secretary(ies) shall give notice of all regular and special meetings of the club and of the Executive Committee, and shall keep the minutes of the Club proceedings. He/she shall welcome new alumni moving into the district and shall both make them aware of their eligibility for membership, the amount of the dues, and invite them to participate in the activities of the club. He/she shall send out all dues notices in the month of March in each year. He/she shall maintain the list of members<sup>3</sup> and transmit official communications from the Executive Committee to the members. He/she shall send all official communications to alumni and alumnae via e-mail, post, or social media regarding club events. Further, the Secretary shall perform such other duties as the board might direct.

A majority of the officers, present at a meeting or represented by proxy, shall constitute a quorum at any of the meetings. A majority vote of the officers present at the meeting (including proxies exercised by those present) shall decide any question brought before them.

#### **ARTICLE V: Standing Committees**

The standing committees include: External Relations and Programming. The External Relations Committee shall be responsible for liaising with other Columbia alumni clubs: in particular with the New York-based Columbia Alumni Association, Alumni Recruiting Committee (ARC); and with other Geneva-based university clubs for the purpose of promoting the Club. The Programming Committee shall plan social, philanthropic and academic events consistent with the Club's purpose.

Any committee may act and ballot by mail, by email, by telephone or otherwise as it may wish or as the officers may direct.

The Executive Committee may establish other committees as the need arises.

#### **ARTICLE VI: Meetings**

The Executive Committee shall meet as often as necessary during the year, but at least once each quarter (four times per year). The Executive Committee may meet in person or by telephone or other electronic communication.

Meetings of the Club shall be held at such times and places as shall be fixed by the Executive Committee, but at least once per year.

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<sup>3</sup> This list may be used to distribute information and news related to the Club's activities or which may be of interest to the majority of the Club's members. The list may not be used for advertising or other reasons at contrary to the purposes of the Club set forth in these Articles.

The members present at any meeting shall constitute a quorum. A vote of the majority of the members present shall decide any matter set forth in the agenda of the meeting, except:

- (i) merger of the association with another association; or
- (ii) dissolution of the association.

These items will require three-quarters (3/4) vote of the members present.

Voting shall generally take place by a show of hands. Voting in elections shall take place by secret ballot.

The Secretary as directed by the officers shall give adequate notice of the meetings and the agenda. The Secretary shall take minutes at each meeting.

### **ARTICLE VII: Elections**

Election of officers shall take place at the annual meeting of the club. Officers shall hold office for two (2) years from the date of election and must be active members in good standing. No officer shall hold the same office for more than four (4) term(s) in succession. Vacancies may be filled at any time by the Executive Committee of the board of directors until the next annual meeting when the post will be filled by election for the remainder of the term or a new 2 year term, whichever is applicable.

Members may nominate themselves for a position on the board by contacting the Secretary fifteen (15) days before the annual meeting where elections are scheduled to take place.

### **ARTICLE VIII: Campaigning**

No part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

### **ARTICLE IX: Accounting**

The Association's accounts shall be kept in compliance with Article 69a, first sentence, of the Swiss Civil Code, provided that the Association is not under an obligation to register itself with the Commercial Register, in which case it shall do so and keep its accounting in accordance with the principles applicable to commercial accounting as stated under the Swiss Code of Obligations. The financial year shall start on January 1 and end on December 31 of each calendar year, except for the year 2015, where accounting shall start upon the adoption of these Articles of Incorporation and end on December 31, 2015.

## **Article X: Dissolution**

The Club may be dissolved upon a vote of three-quarters (3/4) of the members present at a meeting where the dissolution is on the agenda, or by operation of law. Upon the dissolution of this club, after paying or making provision(s) for all its obligations and liabilities, all of the assets of the organization shall be distributed to any successor organization or another not-for-profit association with similar purposes.

## **ARTICLE XI: Amendments**

These Articles of Association may be altered, amended or repealed and new Articles may be adopted by a vote of a majority of the members at a meeting of the Club, provided that notice of any such proposed action shall be given to all members ten (10) days prior to such meeting in the manner above provided.

The Executive Committee may act by mail, email, by telephone or otherwise as it may determine.

## **ARTICLE XII: Applicable Law and Jurisdiction**

These Articles of Association and the activities of the Club are governed by Swiss Law (with the exclusion of Swiss international private law rules).

Any dispute that may arise between the Club and or several members in connection with or as a result of the present Articles of Association shall be exclusively settled by the competent ordinary courts in Geneva, Switzerland.

These Articles of Association were adopted during the annual meeting of the Columbia Alumni Club of Geneva, held in Geneva on 9 June, 2015. They shall enter into force on that same date, whereby the Club shall become a legal entity in the form of an association (Art. 60 *et seq* of the Swiss Civil Code).

Done on \_\_\_\_June 2015

Geneva, Switzerland

President:

Vice President (Programming):

Vice President (External Relations):

Treasurer:

Secretary(ies):