

# **American International Club of Zurich**

Member of the Association of American Clubs (AAC)

## **Constitution**

### **ARTICLE 1: NAME AND PURPOSE**

#### **Section 1: Association's (Verein) Name**

"American International Club of Zurich", hereinafter referred to as "AICZ".

#### **Section 2: Legal Status**

American International Club of Zurich is an association of members as per the articles of association (Verein) of Swiss Code of Civil Law (Art: 60ff, Schweizerisches Zivilgesetzbuch8 ZGB).

#### **Section 3: Domicile**

The domicile of AICZ is Canton of Zurich, Switzerland.

#### **Section 4: Present Address**

The Executive Committee of AICZ holds the right to change the present address within the Canton of Zurich, by a simple notice to all members, as and when required or found necessary.

#### **Section 5: Liability of Association**

The liability of the Association (AICZ) is limited to the membership fee of the members.

#### **Section 6: Purposes**

The American International Club of Zurich provides a forum for Members who share an interest in American and Canadian culture and/or language but live in Switzerland, to meet individuals from the Swiss international community.

The purposes of the AICZ are:

- To promote a community spirit among Members
- To assist members in their adjustment to the Swiss culture
- To foster fellowship and promote friendly relationships among the Members of AICZ and between them and their Swiss communities
- To maintain good relations and cooperate with other organizations in Zurich with similar goals or purposes.
- AICZ has no commercial or political objectives or affiliations, and is not a profit-making organization.

### **ARTICLE 2: MEMBERSHIP**

#### **Section 1: Full Members**

Full membership is open to all who agree with purpose of the American International Club of Zurich and wish to contribute to the club's success and growth. Full Members have one vote in club elections, can chair club committees, can be on the Executive

Committee and are eligible to be a club officers. Only the office of President of the American International Club of Zurich requires the individual to have current US or Canadian citizenship at the time of appointment to the presidency.

Full membership is established after the individual submits an application, approval of the application by signature to the application by two Executive Committee members and receipt of payment of annual dues by the AICZ.

### **Section 2: Exceptional Guest Members**

The Executive Committee will define the criteria for Guest Members. Guest membership can be but is not limited to: Diplomatic Members, Student Members, Honorary Members or Corporate members. The Executive Committee will establish the dues for any exceptional Guest Members. Exceptional Guest Members will not have the full voting rights, the right to hold office or the right to be on the Executive Committee.

### **Section 3: Rights and Duties of Membership**

Members will pay annual dues as announced each year by the Executive Committee at the Annual General Meeting.

Each Member, excluding Exceptional Guest Members, will have one vote at general meetings of the Membership.

No member of the AICZ will take any action in the name of the AICZ that could be deemed prejudicial to the reputation and good standing of AICZ.

No member who has resigned or whose membership has been cancelled will have any claim to the assets of the AICZ.

### **Section 4: Data Privacy**

The AICZ complies with Swiss law where it pertains to data privacy.

## **ARTICLE 3: ANNUAL DUES, ADMISSION TO EVENTS**

### **Section 1: Determination of Annual Dues**

The Executive Committee will establish annual dues. All dues are subject to Executive Committee approval. The Executive Committee is authorized to change the amount of annual dues at any time as deemed necessary by a majority vote of the Executive Committee. Such increase in the annual dues will be limited to a maximum increase of 10% for any one year to the then annual current dues.

### **Section 2: Non-payment of Dues**

The Executive Committee will maintain and refer to the Policy & Procedures of the club regarding Non-payment of Dues. Any member remains in good standing who makes the annual payment.

### **Section 3: Administrative Costs for Late or Non-payment of dues**

AICZ may require payment of past annual dues billed, including any applicable late fee, in order for a person to be reinstated as a Member of AICZ. The Executive Committee will maintain and refer to the Policy & Procedures of the club regarding Reinstatement of Memberships.

#### **Section 4: No Show Policy Events**

Members or non-members who register for events and do not attend (“no-show”) may be billed for that event, including a no-show fee, if they have not complied with the event cancellation deadline. The Executive Committee will maintain and refer to the Policy & Procedures of the club regarding charges to registered participants who fail to comply with the cancellation policy of a particular event. The purpose of a no-show policy is to protect the club where capital outlay is incurred based upon registration.

### **ARTICLE 4: EXECUTIVE COMMITTEE AND OFFICERS**

#### **Section 1: Executive Committee**

The governing of AICZ will be the responsibility of an Executive Committee consisting of not less than three (3 – President, Treasurer and Secretary) or more than nine (9) members. Ex-officio members may be invited to join the Executive Committee with the agreement of a majority of the Executive Committee. For any decision at an Executive Committee meeting, a quorum of Executive Committee Members is required. A majority of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. The President or the Executive Committee will appoint ad hoc Committees as deemed advisable and necessary.

#### **Section 2: Officers**

The management of AICZ will be the responsibility of a group of officers to include a President, Secretary and Treasurer and other Executive Committee members as may be required at the discretion of the Executive Committee. The election of the President will take place annually as soon as possible at an Executive Committee meeting after the Annual Election of Executive Committee Members, and by majority vote of the Executive Committee Members. The President will nominate the remaining AICZ Officers with majority approval of the Executive Committee. This will be done within 30 days of the President’s election.

A candidate for Executive Committee Membership will assure the Nominating Committee that he or she (a) expects to be able to attend at least 60% of the Executive Committee meetings; (b) will serve as a Committee Chairperson if so requested, (c) will attend functions organized by AICZ; and (d) will devote the time deemed necessary by the Executive Committee for the proper conduct of the affairs of the AICZ.

#### **Section 3: Election of the Executive Committee**

The Membership of AICZ, excluding Exceptional Guest Members, will elect Executive Committee Members at an “Annual Election”. The Nominating Committee will consist of the following members in good standing:

1. A Nominating Committee Chairperson, who shall be a Full member appointed by the President; and
2. Two Full Members appointed by the Nominating Committee Chairperson

The Nominating Committee will maintain and refer to the Policy & Procedures of the club regarding the execution of the annual election process.

#### **Section 4: Terms of Office**

Members of the Executive Committee will be elected for a term of three (3) calendar years, and (except for the President who is not eligible for more than three (3)

consecutive one-year terms) may be re-elected for a further three (3) years. The officers shall serve their terms as nominated by the President and approved by the Executive Committee. Their terms shall automatically expire on December 31. Terms will be staggered that normally three (3) Members will be elected each year for full terms.

The President shall be a member ex-officio of all operation committees.

### **Section 5: AICZ Paid Employees**

The Executive Committee is authorized to establish paid employment on a contractual basis with one or more individuals as the Executive Committee deems is necessary for the achievement of Executive Committee goals in operating the AICZ.

### **Section 6: Sub-Committees**

Sub-Committees will be formed by decision of the Executive Committee as required by the interests and activities of the AICZ. The Executive Committee will establish the functions of standing committees. Sub-Committee Chairperson (s) will be appointed by the President, subject to the approval of the Executive Committee and need not be Executive Committee Members. The Executive Committee will maintain and refer to the Policy & Procedures of the club regarding the establishment of sub-committees and appointment of chairperson(s). Committee Chairpersons, not otherwise Executive Committee Members, will have no vote at Executive Committee meetings.

### **Section 7: Policies & Procedures**

The AICZ Policies & Procedures will be made available to all Members upon request. The Executive Committee will review the Policies and Procedures during the January Executive Committee meeting. Any points which the Executive Committee feels should be taken up for review during that year will be identified. Otherwise the Executive Committee collectively agrees to abide by the Policies and Procedures. Any changes to the Policies and Procedures during the year do not require constitutional amendment. Changes to the Policies and Procedures will be announced at the Annual General Meeting.

### **Section 8: AICZ Executive Committee and committees of AICZ**

The Executive Committee and committees of AICZ voluntarily assume the responsibility of running the AICZ and administering AICZ's funds. They have no claims to AICZ's funds, and receive no compensation. They may claim only out of pocket expenses incurred on behalf of the AICZ, which claim must be approved by the Treasurer.

## **ARTICLE 5: MEETINGS AND EVENTS**

### **Section 1: Annual General Meetings**

The Annual General Meeting (AGM) will take place each year prior to March 31st upon invitation of the President. The business for the meeting will be sent to the membership in the form of an agenda prior to the meeting advising them of issues where a majority vote of those in attendance is required. Standard issues to be handled at the AGM include:

1. Review and report on the past calendar year's activities by the President.
2. Approve of the audited financial statements for the past calendar year as presented

by the Treasurer and confirmed by external, independent auditors.

3. Announce any changes with respect to dues for the forthcoming year.
4. Announce standing committees and the respective Chairpersons
5. Vote on proposals, amendments to the constitution and/or other business requiring general membership approval.
6. Consider any Membership issues brought before the AICZ.

The Membership will consider all issues, time permitting. The President has the right to put to a vote to table these issues for discussion and consideration in a regular Executive Committee meeting should there be insufficient time during the AGM.

## **Section 2: Extraordinary General Meetings**

Extraordinary General Meetings may be convened by the President or by majority decision of the entire Executive Committee or at the request submitted to the Executive Committee from 20% of the Full Membership at any time during the year.

## **Section 3: Notice of Meetings**

Notice of the AGM will be given to all Members in writing at their last known address (or e-mail address) at least 20 days prior to the date of the meeting. The notice of an AGM will include all matters to be taken up at the AGM; however, additional items may be added by the majority vote of the voting Members present at the AGM.

## **ARTICLE 6: LIMITATION OF LIABILITY**

No Officer, Member of the Executive Committee, or individual Member of AICZ will be liable for any debt, obligation, or liability of AICZ beyond his/her dues as established by the Executive Committee. The Executive Committee is responsible for the proper management of AICZ and AICZ's funds. No person acting on behalf of or with the authority of the AICZ will be personally liable for any legal actions that may be taken against the AICZ.

## **ARTICLE 7: ACCOUNTS AND AUDIT**

### **Section 1: Accounts**

The Treasurer, who will be responsible to the Executive Committee, will maintain AICZ's financial accounts. All account transactions are to be reported to the Executive Committee members at the scheduled EC meeting. The accounting year of AICZ will be starting 1<sup>st</sup> January and ending 31<sup>st</sup> December each calendar year. The Finance Committee shall recommend a list of officers, including the Treasurer of the AICZ, who have signature power on the financial accounts, the AICZ Financial Signatory List. The Finance Committee shall also specify limitations of each signatory by name and title. This recommendation shall be completed at the first meeting of the Finance Committee for each calendar year. This signatory list shall be submitted to and approved by the Executive Committee.

### **Section 2: Financial Review**

AICZ's financial affairs will be subject to an independent financial review by a qualified

professional annually and more frequently if deemed necessary by the Executive Committee or by request submitted to the Executive Committee from 20% of the Full Membership at any time during the year. Annual financial statements will be available to all Members upon request.

## **ARTICLE 8: RESIGNATION, DISSOLUTION and EXPULSION**

### **Section 1: Resignation**

Any Member may resign from the AICZ by written notice. No full or pro rata rebate of dues will be made as a result of resignation. Members are not obliged as per Article 70 of ZGB to resign giving 6 months' notice.

### **Section 2: Death**

The families of members who pay their dues and then pass away shortly thereafter are entitled to a 75% refund if the death occurs within the first quarter of the new year, 50% if the death occurs within the first half of the year, no refund if the death occurs after the first half of the year.

### **Section 3: Dissolution**

Dissolution of the AICZ, together with the disposition of its assets, may be proposed by the EC subject to approval by secret ballot by a majority of the Members in good standing, excluding Guest Members. In case of dissolution, the existing assets after payment of any / all debts are to be given to a charitable organization(s) as voted at an Extraordinary General Meeting (EGM) of the club which is forming the required quorum of 2/3 Members with voting rights. In case, a quorum cannot be formed at this EGM, then a second EGM is to be called minimum 15 days later, were by simple majority of voting members present can dissolve the club at this meeting. The assets cannot be divided amongst the members or officers of the AICZ.

### **Section 4: Expulsion**

If a member(s) causes harm or injury in his/her duties to the AICZ, a member of the AICZ or member of the Zurich community or any persons or objects, the Executive Committee will have the option to expel the member from the AICZ. If the Executive Committee receives a request for member expulsion and the request merits a review, a committee with a minimum of three Full Members, including at least one Executive Committee member, will be formed to review the request and form a recommendation to the Executive Committee. Any member, who has complaints lodged against them, will have an opportunity to be heard by the committee reviewing the matter prior to its sending an opinion to the Executive Committee. A letter of notice will be sent to the member's address after which the member will be given one month to contact the review committee with any comments to be considered. If the member is expelled he/she will have the opportunity to present his/her case to the Executive Committee and appeal for reinstatement of membership within three months from the date of expulsion.

If an individual is expelled from the AICZ they will be restricted from reapplying for membership for a minimum of three (3) years.

## **ARTICLE 9: AMENDMENTS or CHANGES**

Amendments or Changes to this Constitution may be proposed by majority vote acceptance of the Executive Committee or by any ten (10) Members, and will be

submitted in writing to the Executive Committee. Amendments will be submitted to the Membership for discussion at the AGM, or will be submitted for discussion at an Extraordinary General Meeting or through mail notification. Amendments or changes will be voted upon by mail ballot. In response to a mail ballot, votes cast by the Members, excluding Guest Members, will be counted if they are post marked and received by AICZ within 30 days following the mail ballot request. Amendments or Changes to be adopted will be approved by a simple majority of the Members voting with timely, valid, mailed votes received by the AICZ.

#### **ARTICLE 10: JURISDICTION**

American International Club of Zurich, falls within the jurisdiction of District Court (Bezirksgericht) where the time of any legal conflict it is having its address, The legal address is always within a 'Gemeinde' of the Canton of Zurich.

Nov. 8, 2019