

# AIC Articles of Association



## Article I – Name and Location

A non-profit association is organized under the name of "The American International Club of Geneva", which shall operate in accordance with these Articles of Association and with Article 60 and following of the Swiss Civil Code.

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

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

## Article II - Purposes

The purposes of the Club are:

- To foster friendly relationships among Club members,
- To develop and participate in events, meetings and other activities of topical, educational, cultural, benevolent or diversionary interests to the membership, and
- To promote friendly relations among the American, international and local communities present in the Geneva region.

## Article III - Membership

All adult individuals are eligible for membership. Not less than 25% of the members must be US citizens.

There are four general classes of membership: Resident; Non-Resident; Junior and Honorary.

1. Resident members include members residing within 75 kms of Geneva.
2. Non-Resident members are persons residing 75 kms or more from Geneva.
3. Junior members are limited to individuals aged 30 and below.
4. Honorary members are designated by the Executive Committee. Such members will include, among others, the US Ambassadors to Switzerland and the International Organizations in Geneva, and past Club Presidents. With the exception of past Club Presidents who are Honorary Members for life, other Honorary Members are elected annually for one-year terms by the Executive Committee.

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

## Article IV - Election of Members

All Candidates for membership (except Honorary) have to be proposed in writing to the

Membership Committee by at least one member.

The Membership Committee shall submit to the Executive Committee at its regular meetings those applications which the Membership Committee deems acceptable.

A two-thirds affirmative vote of those Executive Committee members present shall be required to accept a new member.

#### **Article V – Termination of Membership**

The Executive Committee may suspend or expel, and at its sole discretion, any member whose conduct is judged by the Executive Committee as being against the interests of the Club.

#### **Article VI – Officers, Executive and other Committees**

##### The Officers:

- The President, who must be a US citizen, will serve as chief executive officer of the Club and have overall responsibility for operations of the Club under the authority of the Executive Committee;
- Three Vice Presidents, at least one of whom must be a US citizen;
- The Secretary; and
- The Treasurer.

All officers will be elected by the members at the Club's Annual General Meeting for a term of one year.

##### The Executive Committee:

In addition to the officers, the Executive Committee will include:

- Four Elected Members, two of whom must be US citizens. Elected Members will be elected by the members at the Club's Annual General Meeting for terms of two years. The terms of two Elected Members expire at the end of one year, and the terms of the other two Elected Members expire at the end of the following year.
- Advisory Members will be three of the last five most recent past Presidents who reside in the Geneva area and will be appointed by the President.
- Members appointed by the President for one-year terms with specific responsibilities as approved by the Executive Committee.

##### Other Committees:

There are two permanent Committees; namely, the Club Development and the Nominating Committees. Each of these Committees shall consist of a minimum of three members named by the Executive Committee. The Chairs of each of these two Committees shall be previous Club Presidents or Vice Presidents.

The President, with the approval of the Executive Committee, may establish other committees, determine their functions and appoint their members.

### **Article VII – Elections**

At an appropriate time prior to the Annual General Meeting, the Nominating Committee will propose a slate of officers for election at the Meeting.

Independent nominations for any of the offices to be filled at the Annual General Meeting may be made if proposed in writing by 50 Club members. Such independent nominations shall be filed with the Secretary at least 10 days prior to elections.

When the only candidates are those proposed by the Nominating Committee, approval of the members present at the General Meeting will be determined by a majority show of hands.

### **Article VIII – Executive Committee Meetings**

The Executive Committee shall meet at the call of the President or, in his absence, one of the Vice Presidents, or at the request of two elected members.

Seven constitutes a quorum for the meetings of the Executive Committee with resolutions adopted by a majority vote of those present. In case of a tie, the presiding officer has the deciding vote.

The members of the committee generally act without compensation and may claim only reimbursement for their out-of-pocket expenses or their travel costs. Any meeting attendance fees may not exceed those paid for official functions. For activities in excess of their normal duties, each member of the Executive Committee may receive an appropriate reimbursement.

### **Article IX – General Meetings**

The Club's Annual General Meeting is held in December and called by the Executive Committee with a minimum of 15 days advance notice.

Each Club member has one equal vote at all General Meetings.

No quorum is required at any General Meeting and resolutions are adopted by the majority of the members present.

Any amendment to the Articles of Association, however, requires the vote of three-quarters or more of the members present.

### **Article X – General Management**

The general management and operation of the Club are vested in the Executive Committee.

The President, with the approval of the Executive Committee, may hire such employees, consultants, and agents as may seem necessary or appropriate for the orderly running of the Club.

The day-to-day operations of the Club are vested in the Executive Director who is hired by the Executive Committee.

The Executive Director and other paid employees shall attend meetings of the Club's bodies in a purely advisory function.

### **Article XI – Representative Powers**

The Executive Committee designates the persons who can represent and sign on behalf of the Club (individually or jointly).

### **Article XII – Dues and Finances**

The financial resources of the Club are derived from:

- the fees and dues paid by the members as established by the Executive Committee,
- the donations and subsidies accepted by the Executive Committee, and
- the functions organized by the Club.

Annual membership dues shall be determined by the Executive Committee. Members who have not paid their annual dues by end March will be removed from the list of Club Members for that year.

Club Members are not liable for financial obligations of the Club beyond the payment of their fees and dues.

### **Article XIII - Auditors**

The Club's external Auditors will be appointed annually by the President and approved by the Executive Committee.

### **Article XIV – Liquidation**

The Club may be liquidated and dissolved upon a vote of three-quarters or more of the members present at a General Meeting called for this purpose or by operation of law.

In the event of liquidation, the Club's assets, after payment of debts and winding-up expenses, shall be disposed of as approved by the members at the General Meeting or in accordance with the law.

### **Article XV – Historical Record**

These present Articles of Association replace the previous Club Constitution and By-Laws.

AIC/14 November 2008

AIC/update 12 February 2010 (following approval from extraordinary meeting of 12.02.2010)