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## **The Swiss Group of International Schools (SGIS)**

### **Articles of Association**

#### **I. Name and Domicile**

##### **Article 1**

In accordance with Article 60-79 of the Swiss Civil Code an Association has been formed under the name of “Swiss Group of International Schools” (SGIS).

The Association is domiciled in Wädenswil, Canton of Zurich at the address of the Zurich International School (ZIS), one of the members of the Association.

#### **II. Objectives and Activities**

##### **Article 2**

The Association is a not-for-profit organization.

The Swiss Group of International Schools (SGIS) exists to support international schools in Switzerland and neighbouring countries in achieving their educational goals and to provide representation on issues of common interest.

The Association has the following objectives:

- To safeguard the interests of its members and represent such interests vis à vis public authorities and a general public;
- To unite the interests of schools and organizations that carry out important activities in the field of international education.

##### **Article 3**

Further objectives of the Association are to:

- a) promote closer links among teachers, administrators, and students of its member schools;
- b) promote professional development for teachers and administrators;

- c) provide opportunities for arranging educational, cultural and sporting activities among member schools;
- d) provide a forum for the sharing of educational resources;
- e) represent the concerns of international schools in Switzerland to local and federal authorities;
- f) cooperate and maintain professional contacts with other regional and international educational bodies and associations.

#### **Article 4**

The Association organizes all activities in order to achieve the above-mentioned objectives. These may include:

- a) Conferences/Workshops:  
Conferences and workshops held regularly during each academic year.
- b) Sports:  
To promote inter-school sports competition at every level, the SGIS Sports Committee, composed of the member schools' Sports or Athletic Directors, shall be established. The SGIS Sports Committee shall recommend the appointment of one of its members as the SGIS Sports Coordinator to the Executive Committee.

### **III. Membership**

#### **Article 5**

The following institutions shall qualify for membership of the Association (hereafter "Member"):

- international elementary, middle and secondary schools within as well as outside Switzerland (Regular Membership);
- organizations promoting international education (Associate Membership).

All schools applying for regular membership must demonstrate that they conform to the SGIS Criteria for Membership.

**Article 6**

Members shall be admitted by resolution of the Executive Committee, upon written application. No reasons are required to be given for a negative decision of the Executive Committee.

**Article 7**

A Member may resign from the Association as of the end of a fiscal year beginning each September 1, subject to a 3-month notice period by filing the resignation in writing.

Membership shall also be terminated if the Member terminates its business (e.g. by liquidation) or no longer fulfils the requirements of Articles 2, 3 and 5 of the Articles of Association.

Once the membership of an institution is terminated, the mandate of its representatives in any of the organs of the Association is automatically cancelled.

**Article 8**

Members who fail to comply with their duties vis à vis the Association or who no longer fulfil the requirements for membership or who otherwise infringe the interests of the Association may be expelled by the Executive Committee at its own discretion and without giving reasons, provided that the relative resolution has been passed by 2/3 of the Executive Committee members.

In particular, membership may be withdrawn as a result of actions contravening the Association's aims and objectives.

**Article 9**

Members shall be required to pay an annual contribution; the amount thereof shall be confirmed by the General Assembly.

The annual membership contribution, for the following fiscal year beginning each September 1, shall be payable by September 15 of each year. In the year of affiliation the contribution shall be due *pro rata temporis*.

**Article 10**

The General Assembly shall have the power to approve additional contributions necessary to carry out such extraordinary activities as may serve the objectives of the Association.

**Article 11**

Members shall not be held responsible for the liabilities of the Association. Only the assets of the Association shall be liable for obligations of the Association. Personal liability of the Members of the Association (and their representatives) and the Executive Committee is waived to the extent permitted by law.

**Article 12**

Members terminating their membership in the Association shall not be eligible for reimbursements for contributions already made. Members terminating their membership shall have no claim on the assets of the Association.

**IV. Organization****Article 13**

The organs of the Association shall be the:

- a) General Assembly
- b) Executive Committee
- c) Executive Secretary
- d) Auditors

**A General Assembly****Article 14**

The General Assembly is the supreme body of the Association.

The General Assembly shall be composed of representatives of the members.

Each regular Member shall have one vote at the General Assembly. Associate members do not have voting power at the General Assembly.

**Article 15**

The Annual General Meeting (AGM) of the General Assembly shall be held within six months of the closing of the accounts – it shall normally be held in September/October of each year. It will be convened by the Executive Committee.

Extraordinary meetings shall be called by the Executive Committee or the Auditors as and when necessary. In addition, the Executive Committee must call an extraordinary meeting if the General Assembly so requires, or if at least one third of the regular members so require in writing, stating the purpose.

The meetings shall be determined by the Executive Committee. Members shall be notified in writing of the date, location, and agenda of the meeting not less than three weeks in advance.

**Article 16**

The General Assembly has the following prerogatives:

1. approval of the Executive Committee's annual reports, statement of accounts and discharge of the Executive Committee;
2. election of the Executive Committee and the Auditors;
3. determination of the membership contributions;
4. change of the Articles of the Association and dissolution of the Association;
5. endorsement of membership recommendations submitted by the Executive Committee;
6. resolution of any other business within its powers according to law or to the Articles of Association, or of matters which are brought to its attention by the Executive Committee or the Auditors.

**Article 17**

Members' motions that are to be included in the agenda for the next AGM or any other meeting of the General Assembly must be submitted to the Executive Committee in writing at least four weeks before the assembly is dated.

**Article 18**

The General Assembly shall be presided by the Chair of the Executive Committee, or, in his/her absence, by the Vice-Chair or a member of the Executive Committee.

The Chair shall appoint a secretary in charge of the minutes.

**Article 19**

Each General Assembly properly convened is empowered legally to resolve all points of the agenda, irrespective of the number of members present.

Any resolutions passed by the General Assembly or any elections held shall require an absolute majority of the votes cast, unless otherwise stipulated hereafter.

A two-thirds majority all regular members of shall be required for the dissolution of the Association or for a change of the Articles of Association.

**Article 20**

Votes and elections shall be conducted by show of hands, unless the General Assembly has decided otherwise or the Chair has prescribed written proceedings. Votes by proxy may be submitted in advance in writing.

In the event of parity of votes, the Chair shall have the casting vote.

**B Executive Committee****Article 21**

The Executive Committee shall consist of between five and nine persons.

Executive Committee members are elected by the General Assembly and shall serve no more than three (consecutive) two year renewable terms of office. If a committee member does not complete a full term of office, the Executive Committee may co-opt a member to serve out the term of the departing member.

**Article 22**

Executive Committee members shall be drawn from regular member schools and should be representative of the regions in which member schools are located.

Only one representative from any one member school shall be eligible on the Executive Committee. No more than one member of the Executive Committee may be drawn from member schools outside Switzerland.

### **Article 23**

The Committee shall be responsible for the activities of the Association and shall supervise its management. Any matters which may arise concerning the Association and for which no other provision has been made in the Articles of Association, shall be decided by the Executive Committee.

The Executive Committee's duties and functions include in particular:

1. the acceptance and expulsion of members;
2. the holding of preliminary discussions and tabling of motions on all items of business dealt with at the General Assembly, in particular the drawing up of the annual report and the statement of the accounts;
3. the election of a Chair and one or more Vice-Chair(s), a treasurer and other functions within the Executive Committee;
4. the appointment of an Executive Secretary and the determination of his/her duties and remuneration (if any);
5. the granting of legal powers of signature on behalf of the Association;
6. The Executive Committee shall further be responsible for:
  - planning conferences, workshops, and other events which promote the purposes of the organization;
  - establishing an annual budget;
  - establishing suggestions for membership contributions;
  - admitting new schools and organizations to and terminating schools and organizations from membership in the Association;
  - appointing the SGIS Sports Coordinator and all Standing Committee Chairs;
  - preparing and calling of the AGM and other meetings;
  - replacing, by co-option, a committee member who resigns;
  - nominating candidates for election to the Executive Committee;

- reporting on the activities of the organization at the AGM;
- editing and publishing a regular newsletter and maintaining a website for the promulgation and exchange of professional information among member schools.

#### **Article 24**

The Executive Committee is authorized to delegate part of its powers to members of the Executive Committee.

#### **Article 25**

The Executive Committee shall be convened by invitation of the Chair or, in his/her absence, of a Vice-Chair, or at the request of at least three Executive Committee members, as often as business requires. The agenda shall be advised with the invitation.

Resolutions shall be adopted by an absolute majority of those present, resolutions of the Executive Committee can be taken if at least half of the Executive Committee Members are present. In the event of a parity of votes, the chairman shall have the casting vote.

The Chair shall appoint a secretary to take the minutes.

The Chair or, in his absence, a Vice-Chair may arrange the passing of written resolutions by way of circular letters to the Executive Committee members. A written resolution, with the absolute majority of the Executive Committee members, is considered as being passed provided no Executive Committee member demands verbal discussion. In urgent cases, the Executive Committee can counsel and resolve by telephone.

Resolutions passed by telephone or by circular letter are to be entered in the minutes.

### **C Executive Secretary**

#### **Article 26**

The Executive Secretary is appointed by the Executive Committee. The Executive Secretary shall be responsible for the management of the Association in accordance with the Association's objective, the resolutions of the General Assembly and the Executive Committee.



The Executive Secretary shall participate at the meetings of the General Assembly and the Executive Committee in an advisory capacity with the right to propose a motion.

In all other respects, the duties and powers of the Executive Secretary shall be laid down by the Executive Committee. In this respect the Executive Committee can establish rulings or include such provisions in an employment contract or similar.

#### **Article 27**

The Executive Secretary shall be responsible in particular for:

- organizing and publicizing the professional activities of the Association (e.g. conferences and workshops as determined by the Executive Committee);
- acting as liaison with other regional and international educational bodies and associations;
- recording the minutes of Executive Committee meetings.

#### **Article 28**

The Executive Secretary may be paid a salary as determined by the Executive Committee and shall be reimbursed for expenses incurred in the discharge of his/her responsibilities. In case of an employment contract the Association is the employer of the Secretary General. The Association therefore has to follow the provisions of Swiss Labour Law and the Swiss Social Security System.

### **D Auditors**

#### **Article 29**

An Auditor or Auditors shall be elected by the General Assembly for a two-year term for the purpose of auditing the accounts. Re-elections are permissible. The Auditor shall be permitted to inspect the accounts of the Associations at any time and shall be required to submit a report to the General Assembly concerning the annual accounts.

**V. Accounts and Financial Statements****Article 30**

The books shall be closed on August 31<sup>st</sup> of each year. The fiscal year of the Association therefore begins on September 1 and ends on August 31 of the following year.

**VI. Finances****Article 31**

Annual membership contributions shall be charged to cover the expenses and activities of the Association. Further the Association is supported financially by donations and by subsidies granted by other educational bodies and associations.

**VII. General Provisions****Article 32**

Notices to members shall be sent by ordinary letter, circular letter or e-mail, unless otherwise specified by law.

**Article 33**

The Association shall be bound by the collective signature of the two authorized signatories. The Chair, the Vice-Chair, the Treasurer and the Executive Secretary are authorized to sign jointly by two or with any other person authorized by the Executive Committee.

**VIII. Dissolution and Liquidation****Article 34**

The General Assembly shall adopt resolutions concerning the dissolution of the Association with a two-thirds majority of the votes of the General Assembly.

**Article 35**

After all debts have been paid, any remaining assets of the Association shall be distributed among the regular members.

**IX. Amendments of the Articles of Associations**

**Article 36**

The Articles of Association may be amended at a General Assembly, provided a two-thirds majority of all regular members is obtained in support of the amendment.

Amendments may be proposed by any member or by the Executive Committee, provided they are received by the Chair of the Executive Committee in writing at least four weeks prior to the General Assembly.

**X. Adoption Clause**

**Article 37**

The Articles of Association of the Swiss Group of International Schools (SGIS) were adopted by the General Assembly on September 29, 2007 and supersede any and all other Articles previously in effect.

These amended Articles of Association enter into force as of September 29, 2007.

These Articles of Association are drawn up in the English language. There may be translations in other languages. In the event of any discrepancy between the language versions, the English original shall prevail.

Place, Date:

Swiss Group of International Schools (SGIS)

Neuchâtel, September 29, 2007

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Chair

Vice-Chair

*Original Signed by:*

Richard McDonald  
Collège Beau Soleil

Norman Southward  
Neuchâtel Junior College