

# EMScom Alumni Association

# Statutes

Approved on October 23, 2015

## I. General provisions

### 1. Name

Under the name of “EMScom Alumni Association”, hereafter called “the Association” is formed a non-profit Association in accordance with art. 60 and forward of the Swiss Civil Code (December 10, 1907) and the following Statutes.

### 2. Seat

The registered seat of the Association is at USI Università della Svizzera italiana, Via Lambertenghi 10A, CH-6900 Lugano, Switzerland.

### 3. Scope

The scope of the Association is to enable EMScom alumni to leverage the EMScom degree and benefit from life-long professional growth by

- a) fostering exchange and promoting networking between alumni of the EMScom program, faculty and the broader global professional community;
- b) providing sources of intelligence on developments and knowledge in communication management;
- c) facilitating access to strategic partnerships and resources;
- d) supporting the EMScom program.

### 4. Affiliation

The Association is not tied to any political or religious organizations.

### 5. Administrative and fiscal year

The administrative and the fiscal year follow the calendar year.

### 6. Language

English is the official language of the Association.

## II. Membership

### 7. Members

7.1. All participants of the EMScom program having obtained the EMScom degree and current program participants are considered members of the Association, unless expelled from the Association as defined in art. 10.

7.2. There are two types of members.  
a) Paying members  
b) Non-paying members

## **8. Members' rights**

8.1. Paying members have the following rights.

- a) To participate in the Association's activities and programs.
- b) To benefit from special fees of the Association's activities, programs and partnerships.
- c) To attend for free the courses offered within the EMScom program.
- d) To attend any General Meeting
- e) To vote in any General Meeting.
- f) To propose items for inclusion in the agenda of any General Meeting.

8.2. Non-paying members have the following rights.

- a) To participate in the Association activities and programs.
- b) To attend any General Meeting.

## **9. Member resignation**

Any member wishing to leave the Association must inform the President in writing. A registered paying member wishing to resign must still pay the membership fee for the time during which he or she was a member.

## **10. Expulsion**

10.1. The expulsion of a member may be decided given just cause.

10.2. The Board shall decide on the expulsion of a member. It is the intention that the Board reaches this decision by consensus wherever possible. In the event that a vote becomes necessary, the decision must be passed by a two-thirds of all ballots cast, abstention not being assimilated as votes against. The expelled member must be notified of expulsion by registered letter.

10.3. No member shall be entitled to any refund of the membership fee on ceasing to be a member for any reason, nor does termination of membership relieve a member from any financial obligation to the Association.

10.4. An expelled member may ask the Board for readmission after a period of twelve months. The readmission must be passed by a two-thirds of all ballots cast, abstention not being assimilated as votes against.

## **Organization**

### **11. Ruling bodies**

The following bodies manage the Association: the General Assembly, the Board, the Alumni Officer and one auditor.

### **12. General Assembly**

#### **12.1. Role**

The General Assembly of members is the supreme governance and legislative body of the Association. The Assembly elects the members of the Board as well as any other committees, and verifies the accounts. It accepts or rejects, as the case may be, the proposals of the other committees of the Association, as well as individual proposals of individual members.

#### **12.2. General Meetings**

- a) A General Meeting may be an Annual or an Extraordinary General Meeting.
- b) The Association shall hold one Annual General Meeting in each calendar year. Not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next. The Board shall appoint the time and place of the Annual General Meeting.
- c) The Board may convene an Extraordinary General Meeting at any time in order to deliberate on exceptional measures, including, but not limited to, discussing amendments to the statutes or the dissolution of the Association.
- d) The Board shall convene an Extraordinary General Meeting if a majority of the members makes such a request in writing. The request shall specify the items for the agenda. The Extraordinary General Meeting shall be held within three months of receipt of the request.

#### **12.3. Notice**

- a) The Annual General Meeting shall be called by at least forty (40) calendar days' notice.
- b) Any Extraordinary General Meeting shall be preceded by at least fifteen (15) calendar days' notice.
- c) The notice convening a General Meeting shall specify the time and place of the meeting and the general nature of all items of business to be conducted. The agenda shall be set out in the notice.
- d) Notice shall be given to all members of the Association, to all members of the Board, to the auditor as well as to other guests. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting. Any notice to be given must be in writing and may be validly given by hand delivery, mail, or e-mail.

#### **12.4. Agenda of the Annual General Meeting**

- a) The Agenda for the Annual General Meeting shall be drawn up by the Board and the Alumni Officer. Any member may propose additional agenda items for the Annual General Meeting provided that the item is sent to the Alumni Officer in writing, with a brief explanation, at least twenty (20) calendar days before the date of the meeting.
- b) In case additional agenda items are proposed, the final agenda will be sent to the alumni members at least ten (10) calendar days before the date of the meeting.
- c) The Annual General Meeting agenda shall include the following mandatory items:
  - Date and place of the Annual General Meeting;
  - Declaration that the meeting has been convened and composed in compliance with the Statutes;
  - Appointment of the Meeting Chairperson(s);
  - Approval of the agenda;
  - Approval of the minutes of the preceding meeting;
  - Verification of the right to vote of all participants;
  - Activity report (containing the activities since the last Annual General Meeting);
  - Report of the Treasurer;
  - Presentation and approval of the most current audited financial statements;
  - Discussion of items submitted by the Members and the Executive Board within the period stipulated in the Statutes;
  - Election of the Board;
  - Election of any vacancies on the Board;
  - Presentation of the program of activities proposed for the next year;
- d) The agenda of an Annual General Meeting may be altered, provided the majority of the members present at the General Meeting and eligible to vote agree to such a motion.

#### **12.5. Voting rights**

- a) Each paying member of the Association has one vote in the General Assembly.

- b) Each member of the Board has one vote in the General Assembly.

#### **12.6. Quorum**

- a) The quorum of a General Meeting shall be 20% of the paying members. The quorum shall be reached by members present in person, participating by means of video, telephone conference or other means enabling all participants in the meeting to hear one other, where practical, or represented by proxy.
- b) A General Meeting is not valid unless a quorum is present throughout the meeting.
- c) If a quorum is not present within thirty minutes after the time appointed for the meeting, or if during a meeting there is no longer a quorum, the meeting shall be adjourned and rescheduled by the Board for another time and place.
- d) The new meeting takes place even if the quorum is not reached.
- e) The President of the Board or, in his/her absence, the Vice President shall preside as chair of the meeting. If neither the President nor the Vice President is able to attend, another member of the Board may be elected to chair the meeting. If neither the President, the Vice President nor a member of the Board appointed to act as chair of the meeting is present within fifteen minutes after the time appointed for holding the meeting, or if none is willing to act, the members of the Board present at the meeting shall elect one of their member to chair the meeting.

#### **12.7. Proxies**

- a) A member who is unable to be present at a General Meeting may appoint, in writing, another voting member as its proxy at the meeting.
- b) A voting member shall hold no more than three (3) proxies.

#### **12.8. Decisions**

- a) It is the intention that General Meetings shall reach decisions by consensus wherever possible. In the event that a vote becomes necessary at any meeting, the Association shall require a simple majority of votes, except as otherwise provided for in these Statutes. Simple majority is intended as more than half of all ballots cast, abstention not being assimilated as votes against.
- b) A decision put to vote at a General Meeting shall be decided on by a show of hands on behalf of the voting members represented unless a recorded vote or a secret ballot is demanded in advance. A recorded vote or secret ballot may be demanded:
  - by the Meeting Chairperson; or
  - by at least three members of the Board; or
  - by at least 10% of the members in attendance.

### **13. Board**

#### **13.1. Role**

The Board defines the strategic direction and the key activities of the Association. It has control over all the affairs and property of the Association, except as otherwise provided by the Statutes.

#### **13.2. The Board is composed of at least the following members:**

- a) President;
- b) Vice President;
- c) Treasurer;
- d) One Board member.
- e) One director of the EMScom program, who shall serve in an *ex-officio* position;
- f) The Alumni Officer, who shall serve in an *ex-officio* position, non-voting capacity.

#### **13.3. Board members' competences**

- a) The President convenes the Board whenever judged necessary. The President heads the meetings and represents the Association towards third parties. In the absence of the President, the Vice President replaces him or her.

- b) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and perform all the duties incident to the office of treasurer.
- c) Besides the roles specifically allocated to the President, the Vice President and the Treasurer, the Board is free to allocate its constitutional tasks among its members.
- d) More than one person depending on the circumstances can carry out the individual roles listed above (e.g. two co-presidents).
- e) The task allocation is decided collegially by the Board during its first meeting following its election.

#### **13.4. Remuneration**

- a) The Board receives no compensation for its work. The members operate in a voluntary capacity.

#### **13.5. Fiduciary responsibility of the Board's members**

Members of the Board serve in an individual capacity and in this role have a primary fiduciary responsibility to the Association and its members.

#### **13.6. Election of Board**

- a) The members of the Board are elected by the General Assembly during the Annual General Meeting. They are elected by a simple majority of all ballots cast, abstention not being assimilated as votes against.
- b) Paying alumni members are invited by the outgoing Board to send their candidacy at least sixty (60) calendar days before the date of the upcoming Annual General Meeting.
- c) The candidates will then meet with the outgoing Board to be briefed about the current business. After this meeting candidates formulate the final decision to run for the Board.
- d) The final list of candidates is sent to the alumni members with the meeting final agenda (see art. 12.4 b) at least ten (10) calendar days before the date of the meeting.
- e) Members of the Board are normally elected to a single two-year term and may be confirmed by an Annual or Extraordinary General Meeting to serve up to an additional two years.

#### **13.7. Resignation and dismissal from the Board**

A member of the Board shall cease to be such:

- a) if he/she resigns his/her office by giving notice to the Board;
- b) if he/she is absent from three (3) consecutive duly-constituted meetings of the Board, with the provision that the Board may pass a motion to waive this requirement in exceptional circumstances;
- c) if he/she is removed by the majority of the Board at a duly constituted meeting, given just cause.

#### **13.8. Resolutions**

- a) Every member of the Board shall have one vote at meetings of the Board, excluding the Alumni Officer.
- b) It is the intention that the Board shall reach decisions by consensus wherever possible. In the event that a vote becomes necessary, decisions must be passed by a two-thirds of all ballots cast, abstention not being assimilated as votes against.
- c) Attendance of board meetings is mandatory
- d) The quorum of a Board meeting shall be of two-thirds (2/3) of the Board's members. The quorum shall be reached by members present in person, participating by means of video, telephone conference or other means enabling all participants in the meeting to hear one other, where practical.
- e) In Board meetings proxy voting is not permitted.

#### **13.9. Meetings**

- a) The Board shall meet at least twice a year, in person or by teleconference, and at any other time at the call of the President. The Board shall convene and regulate its meetings as it deems appropriate.
- b) The Board may invite members and others to attend its meetings as guest participants, as it deems appropriate.

#### **14. Notices, meetings and resolutions**

This article applies to meetings and resolutions of, and notices given to, the Board, committees and the General Assembly.

- a) Any notice must be given in writing and is only deemed valid when delivered by hand, mail, or e-mail.
- b) A member present in person at a meeting is presumed to have received notice of the meeting and the purposes for which it was called.
- c) A resolution in writing signed by all the members entitled to attend and vote at the meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice.
- d) A member entitled to attend and vote at a meeting may participate by means of video or telephone conference or other means enabling all participants in the meeting to hear one another, where practical. Participation in a meeting in this manner constitutes personal attendance at the meeting.
- e) Minutes must be taken of proceedings at all meetings, and the minutes must be signed by the President and the Alumni Officer.

#### **15. Alumni Officer**

##### **15.1. Role**

The Alumni Officer shall carry out all the administrative work of the Association under the direction of the Board. The Alumni Officer is remunerated by the Association.

##### **15.2. Responsibilities**

The Alumni Officer shall be responsible for:

- Compiling the minutes for the meetings of the General Assembly and the Board;
- Ensuring that all notices are duly given;
- Custody of the Association records;
- Keeping the record of members' names, mailing addresses, websites and email contact information;
- Correspondence;
- Properly managing and keeping the accounts;
- Relations with the members;
- Implementing decisions passed by the General Assembly and the Board in compliance with the President directives;
- Signing decisions on the proposal on behalf of any Association committee.

## **Finances**

#### **16. Financial resources**

In order to carry out its purpose, the Association is permitted to collect membership fees, receive donations and sponsorships, organize events and maintain a website related to its purpose.

#### **17. Membership fees**

- 17.1. Membership fees and other dues payable by members are on an annual basis. The payable dues are determined by the Board. At its discretion, the Board may remit or waive all or any part of the fee or other sum due for reasons of financial hardship.
- 17.2. The members of the Board will be exempted from payment of the membership fee during the course of their mandate.
- 17.3. The annual membership fee outlined for extended benefits is always due in full, no fraction of the membership is available.

17.4. Annual membership fees are due 30 days after the invoice is received.

**18. Use of financial resources**

The income and property of the Association shall be applied solely towards the promotion of its scopes and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Association. This does not prevent the payment in good faith by the Association of reasonable and proper remuneration and expenses for any services rendered to the Association by any member of the Board, Employee or Member of the Association;

**19. Verification of accounts**

- 19.1. The auditor is elected at the Annual General Meeting for a term of two years. He/she can be re-elected for an additional term.
- 19.2. Members of the Board cannot be elected as auditors.
- 19.3. The auditor can request the accounts of the Association for verification at any time.
- 19.4. The auditor is obliged to perform a yearly audit of the Association's finances based on year-end statements and to present the results at the Annual General Meeting.

## **Final provisions**

**20. Indemnity**

Every member of the Board shall be indemnified out of the assets of the Association against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and in which judgment is given in his/her favor, or in which he/she is acquitted.

**21. Liability**

The Association's liability is limited to its own capital. The Board members cannot be held liable for the debts of the Association.

**22. Unforeseen contingencies and force majeure**

The Board shall have the final decision on any matters not provided for in these Statutes or in cases of force majeure.

**23. Amendments**

- 23.1. Amendments to these Statutes have to be approved by the General Assembly.
- 23.2. Amendments to these Statutes shall be proposed by the Board, or by any Association member in good standing, with at least forty (40) calendar days' notice before the Annual General Meeting, and shall be approved by a vote of at least two-thirds of all ballots cast, abstention not being assimilated as votes against.

**24. Dissolution**

The dissolution of the Association shall be decided only at a General Meeting by a vote of at least two-thirds of all ballots cast, abstention not being assimilated as votes against. After the Association is dissolved and after all its debts and liabilities have been paid and there remains any surplus, the Association funds shall be transferred to another Association with similar goals. The Associations or

organizations shall be nominated by the Board and approved by the members at or before the winding up or dissolution. In default, the Board shall pay or transfer any surplus to any charity or charities.