



Bylaws

Swiss Chapter of ARMA International

29th of November 2011

Name, Domicile and Purpose

§ 1 Name and Domicile

By the name of „ARMA Swiss Chapter“, an association is in existence according to § 60 ff. of the Swiss Civil Code. The association has its official domicile in Basel, Switzerland.

§ 2 Purpose

The purpose of the association shall be:

- a) Provide ongoing education, know how transfer and serve as platform for social encounters and networking for Enterprise Information Management (EIM) professionals, including information and records managers as well as archivists
- b) For the above purpose, the association will organise gatherings/meetings of interest
- c) It maintains an Internet-platform for information exchange between the association, its members and the general public
- d) Advance the professions by applying and establishing information governance standards and best practices based on risk & compliance (from ARMA and other organizations)

The association is politically and denominational neutral. It is a non-profit organisation.

Membership

§ 3 Full Members

Every EIM professional or otherwise interested natural person in the field can become a member of the association by opting-in. However, pre-condition for becoming a member of the Swiss chapter is a valid individual membership with ARMA International, USA.



§ 4 Membership Termination or Preclusion

The Membership is implicitly terminated when member's membership with ARMA International, USA, ends. Independent of this, he/she can opt out of the Swiss chapter by written communication to the board at any time.

In case the ARMA Swiss Chapter's General Assembly decides for a membership fee, and this fee is not paid after a reminder within 30 days, the member is considered as having opted out of the Swiss Chapter.

A member can at any time, for important reasons, be expelled from the association by the board. Important reasons may be sexual, racial or massive personal harassment or discrimination, disclosure of association-confidential material (list is non-conclusive). Communication about the preclusion has to occur via registered letter.

The concerned member can object to the preclusion by registered letter addressed towards the General Assembly. The general assembly must decide the case at the next gathering.

§ 5 Annual membership fee

The General Assembly is entitled to set a membership fee, due for all full members. It is free to set the fee at any height. This may include also CHF 0.-. The fee covers 12 months. If a member opts out of the association within 12 months, no refund will be granted, being full or partial.

Organisation

§ 6 Bodies

The association consists of the following bodies:

- a) Member General Assembly;
- b) Board;
- c) Auditors;



§ 7 General Assembly

The General Assembly is the topmost organ of the association. It gathers once a year to its ordinary assembly.

Extra-ordinary assemblies are only taking place if the board takes such a decision or if 1/5 of the full members are requesting such an assembly in written.

Administratively, the board organizes and invites for the General Assembly. The date of the general assembly needs to be communicated at least 8 weeks in advance. Member motions need to be sent, in written, to the board no later than 4 weeks in advance of the General Assembly.

§ 7.1 General Assembly Warrants

The General Assembly has the following duties and warrants:

- a) Approval of the annual report, the account balances and next FY's budget;
- b) Exculpation of the board;
- c) Election of the board members;
- d) Election of Auditors;
- e) Fixing a membership fee;
- f) Modifications to this bylaws;
- g) Closing of the association;
- h) decisions on membership preclusion objections;

§ 7.2 Power to vote

Each full member is granted one vote at the General Assembly.

§ 7.3 Votes and elections procedure

Generally, votes and elections are open; however, any present vote can ask for a secret vote or election. The motion has to be approved by the General Assembly with simple majority.

In case of parity, the President of the board has the final ballot.



§ 7.4 Auditors

The general assembly elects 2 auditors. In preparation of the General Assembly, they audit the association's books and report the results to the General Assembly.

§ 8 Board

The board consists of at least 3 members:

- a) a President
- b) a Vice-President (Secretary);
- c) a Treasurer.

The exact separation of duties is decided board internal. Additional members may be appointed and elected according to needs.

The mandate is granted for two years.

§ 8.1 Board Warrants

The board is responsible for all activities where no other organ of the association is in charge:

- a) Organisation and execution of the General Assembly and its votes;
- b) Authoring and enforcing of internal procedures, complementing these bylaws
- c) Organisation of events/gatherings, as mentioned in § 2 of these bylaws
- d) Election of delegates for outside organisations, in particular ARMA International, USA;
- e) Non-budgeted expenses of up to CHF 500.-

§ 8.2 Association's Office

The board establishes an administrative office.

§ 8.3 Power of Attorney

All obligations with outside parties, unless minor than CHF 50, have to approved/signed by two members of the board.



§ 9 Finances

The association is financed by:

- a) Membership fees;
- b) Sponsorships;
- c) Earnings from association's assets (e.g. interests)
- d) Sales of products (e.g. widgets and gadgets)

§ 10 Liability

For association's financial obligations, the association is exclusively liable with its own property. Under no circumstance, members will be made liable with their private property.

Ex-members or members leaving the association do not bear any entitlement on association's property.

§ 11 Bylaws approval

New bylaws or changes to the existing bylaws can be approved only by the General Assembly, with 2/3 of the present votes.

Termination of the Association

§ 12 Decision

The association ceases to exist if the general assembly decides so with 2/3 of the present votes. This vote also includes approval on how to dissolve existing property of the association, if any. If there is no agreement on a dissolving plan, the property will be transferred to ARMA International, USA.



Final Statements

§ 13 Coming into Effect

These bylaws have been approved by the foundation assembly, held in Basel, Switzerland, on 29 November 2011. The original bylaws need to be signed by the newly elected board members. An official acceptance by ARMA International, USA, will be required, and amended to the original set of bylaws.

§ 14 Fiscal Years

The first fiscal year, 2011/12 shall be overlength and end on 31 December 2012. The following FYs shall be calendar years.

§ 15 Correctness

In case some paragraphs of this bylaws turn out to be unlawful or otherwise invalid, the other parts of the bylaws shall still remain active.

This bylaws have been approved by the foundation assembly of the Swiss ARMA chapter in Basel, Switzerland, on 29 November 2011. Amended at the General Assembly on 9 November 2012.

Signatures:

Jürg Hagmann, President

Jürg Meier, Vice-President

Tolulope Olowoye, Treasurer

Stephan Holländer, Communication
