

CONSTITUTION
ZÜRICH INTERNATIONAL WOMEN'S ASSOCIATION
CONSTITUTION

1. NAME

1.1. The name of the Association shall be "Zürich International Women's Association", known as ZIWA.

1.2. This Association shall adhere to Swiss norms as stated in the Swiss Civil Code, Article 60 with Addenda. Legal jurisdiction of the Association shall be the City of Zürich.

1.3. The official address of the Association shall be the Zurich International Women's Association, 8000 Zürich.

2. PURPOSE

The purpose of this club shall be to bring together women of different nationalities to share social and cultural interests. The Association shall be non-profit, non-religious and apolitical. The working language of the Association shall be English.

3. ORGANISATION

The organs of the Association are:-

3.1. The General Meeting of the Members

3.2. The Executive Board which shall be elected from and by the General Meeting

4. MEMBERSHIP

4.1. Membership shall be open to women of all nationalities interested in participating in the activities of the Association.

4.2 Membership runs from 1 April to 31 March with an annual fee. Members joining between 1 November and 31 March pay a pro rata amount of the annual dues.

4.3. Prospective members are required to submit a completed Membership Registration Form together with the annual dues. Applicants will be accepted for membership upon receipt of payment.

4.4. Membership shall be renewed each year upon the timely receipt of the annual dues.

4.5. Membership will expire if the member has not paid her dues by 30 April.

4.6. Members are entitled to vote at the Annual General Meeting or at an Extraordinary General Meeting and to participate in all ZIWA activities and Events as published in ZIWA's media.

4.7. Members agree to adhere to the Constitution and ZIWA Policies as published in ZIWA's media.

4.8. In the event of non-compliance with ZIWA's Constitution and Policies, the Executive Board may take disciplinary actions, such as suspension or exclusion through a mediation process. The decision of the Executive Board is final.

4.9. Members may resign at any time and shall inform the Membership Secretary in writing. Dues are not refundable.

4.10. All ZIWA members have the right to nominate themselves or others and to be nominated for office.

5. OFFICERS AND EXECUTIVE BOARD

5.1. The Executive Board is the governing organ of the Association and has the right and the duty to manage its affairs and to represent it in accordance with its Constitution, ZIWA Policies and ZIWA Guidelines and consists of the following Officers:

President

Treasurer

Secretary

Director of Events

Director Interest Groups

Director for Communications

Director

5.2. The President, or a delegate approved by the Executive Board, shall officially represent the Association.

5.3. The Executive Board may appoint members to assist in the running of the Association. They will work closely with the Executive Board according to their job descriptions and the ZIWA Guidelines.

5.4. In the event that appointed members fail to fulfill the duties of their office, the Executive Board may revoke their appointment.

5.5. All Executive Board decisions shall be voted upon by a minimum of four Executive Board Members. Simple majority vote shall apply. The Executive Board may take decisions via email when required, in which case a 4/7 majority applies.

5.6 All contracts or other obligations that bring financial burdens on the Association must have the approval of the Executive Board. All approved contracts or obligations require the joint signature of the President or the Secretary together with the Treasurer. The Executive Board shall determine up to which amount the treasurer has sole signature.

5.7. Officers shall hold office for a period of one year from 15 May to 14 May of the following year. No member shall hold the same elected office for more than three consecutive one-year terms, or remain on the Executive Board for more than four consecutive one-year terms.

5.8. If an elected Executive Board Member (with the exception of the President) has to be replaced the Executive Board will find a replacement and inform the members. The term served by the newly appointed officer shall be considered one full year if it commences before or during September.

5.9. If the President has to stand down during her term of office, the Executive Board shall designate one of its members to take over the position.

5.10. The Executive Board shall have the right to invite members to participate at Executive Board Meetings when considered necessary, but they will not be entitled to vote.

5.11. Officers may be removed from the Executive Board by a three-quarter majority of Executive Board member votes.

5.12. Minutes of the Executive Board Meetings shall be made available to the members upon request.

6. ELECTION OF OFFICERS

6.1. Officers shall be elected at the Annual General Meeting. Candidates for each office shall be elected by simple majority vote of valid secret and absentee ballots returned.

6.2. If, for any reason, there is a single unfilled Executive Board position at the time of the general election, the incoming Executive Board shall be responsible for finding a member to fill this position.

6.3. If there is more than 1 unfilled position or in the case where more than 1 unopposed candidate is not elected, then the President shall call an Extraordinary General Meeting to allow the Nominations Committee to present new candidates for election.

7. ANNUAL GENERAL MEETING

7.1. The Annual General Meeting shall be held once a year between 1 May and 14 May.

7.2. The Executive Board shall call the Annual General Meeting. The date shall be announced in January, at which time the Executive Board shall invite the Membership to submit proposals for inclusion in the Agenda for the Annual General Meeting.

7.3. The Agenda, together with the written text of any proposed changes to the Constitution or any other proposals shall be published at least four weeks prior to the date of the Annual General Meeting.

7.4. The purpose of this meeting shall be to:

7.4.1. Present the Minutes of the previous Annual General Meeting/Extraordinary General Meeting, for approval

7.4.2. Present the President's report for the year just ended, for approval

7.4.3. Present the reviewed financial statements for the fiscal year just ended, for approval

7.4.4. Present the annual Budget for the incoming year for approval

7.4.5. Elect the Executive Board for the coming year from candidates presented.

7.4.6. Vote on proposals included in the Agenda

7.4.7. Handle any other business of general interest to the Membership

7.5. Candidates for each Executive Board office shall be elected by simple majority vote of valid secret and absentee ballots returned.

7.6. Voting on all other issues shall be by simple majority of a show of hands of those members present. In specific cases, the Executive Board may propose to proceed per secret ballot.

7.7. An Extraordinary General Meeting (EGM) may be convened by the President or by decision of the Executive Board or by any 25 members in writing to the Executive Board, at any time during the year. The procedure of an Extraordinary General Meeting shall follow the procedure of a regular Annual General Meeting. If an EGM is convened members must be notified at least four weeks prior to the date of the EGM.

7.8. At the Annual General Meeting/Extraordinary General Meeting the President shall only vote in the event of a tie.

8. COMMUNICATION

ZIWA communications and official notifications shall be transmitted through ZIWA's media.

9. NOMINATIONS

9.1. The Nominations Committee shall consist of a minimum of two members and a maximum of five members.

9.2. Any member, including an outgoing Executive Board member may be appointed as Nominations Committee Chairlady by the Executive Board.

9.3. An advertisement shall be published in ZIWA's media seeking volunteers for the Nominations Committee.

9.4. The Chairlady will select up to four volunteers to serve as Nominations Committee members by January.

9.5. The duties of the Nominations Committee are to:

9.5.1. Invite the members to nominate candidates for officer positions on the Executive Board by the end of January

9.5.2. Ensure that there is at least one candidate for each position on the Executive Board and that all nominated candidates are:

- Members
- Know and agree with the Executive Board position requirements
- Are aware of the associated workload
- Have no outstanding payments due to ZIWA

9.5.3. To publish the names and relevant information of all nominated candidates for office at least three weeks before the date set for the Annual General Meeting.

9.5.4. To make available to the members, official absentee ballots to be returned by the designated deadline to the Nominations Committee Chairlady or a member of the Nominations Committee.

9.5.5. Nominations for officers shall be accepted by the Nominations Committee up to 2 weeks prior to the date of the Annual General Meeting/Extraordinary General Meeting.

10. FINANCE

10.1. The fiscal year shall cover the period from 1 April to 31 March.

10.2. All administrative costs and other expenses involved in the actual operation of the Association shall be funded by approved annual membership dues and income from activities.

10.3. The Executive Board shall maintain accounting records and prepare financial statements (Balance Sheet and Statement of Income) that report the Association's income and expenses and its net asset position for each year.

10.4. These financial statements, together with the accounting records, shall be submitted to an external certified reviewer who will review the financial statements and assure that they are free of material misstatements in accordance with the Swiss Standard on Review Engagements.

10.5. The Review report and the financial statements shall be made available one week prior to the Annual General Meeting and published after approval at the Annual General Meeting.

10.6. Any proposed change to the annual dues shall be approved at the Annual General Meeting or at an Extraordinary General Meeting.

11. LIABILITY

11.1. Members participate in any club activity entirely at their own risk. Neither the Association nor its representatives shall be held responsible for any injury, damage or loss incurred by the members, in any Club event.

11.2. The liability of the Association to any third party is limited to the assets of the Association for that fiscal year. Art 75.a of the Swiss Civil Code shall apply.

12. AMENDMENTS

12.1. Amendments to this Constitution may be proposed by the Executive Board or by any twenty-five (25) members in writing to the Executive Board. Amendments shall be submitted to the Membership for approval at the Annual General Meeting, but may also be submitted for approval at an Extraordinary General Meeting.

12.2. To be adopted, a proposed amendment shall be approved by a simple majority of the show of hands by those members present. In specific cases, the Executive Board may propose to proceed as per secret ballot.

13. DISSOLUTION

Dissolution of the Association may only occur at an Annual General Meeting or an Extraordinary General Meeting with the approval of three-quarters of the members present. In the event of dissolution, all remaining assets shall be donated to organizations and/or entities approved by the General Meeting with aims similar to those of ZIWA.

14. CONSTITUTION

14.1. This Constitution replaces all former constitutions and shall be considered valid upon approval at a General Meeting.

14.2. The current versions of the Constitution and the ZIWA Policies shall be published in ZIWA's media.

Dates of approval at a General Meeting

Accepted, 25 October, 1999

Amended, 13 May, 2003

Amended, 07 May, 2008

Amended, 16 May, 2012

Amended, 07 May, 2013

Amended, 05 May 2014

Amended, 11 May 2015

Amended, 10 May 2016

Amended, 10 May 2017

Amended, 20 October 2021