



# ARTICLES OF ASSOCIATION

## Swiss Friends of Oxford University

### 1. **Name and registered office**

An Association has been established as a legal entity under the name “Swiss Friends of Oxford University” within the meaning of Art. 60 et seq. of the Swiss Civil Code (Zivilgesetzbuch) with its registered office in 6300 Zug, Switzerland. It shall be independent of any political or religious affiliation and has been established for an indefinite period.

### 2. **Purpose**

The purpose of the Association shall be to promote relations between Switzerland and the University of Oxford with its associated colleges, in particular by the following means:

- a) financial assistance for persons living in Switzerland who study at the University of Oxford with its associated colleges and departments or undertake further training there;
- b) support for the University of Oxford with its associated colleges and departments through co-financing for academic posts such as professorships or for research grants; for the construction of a laboratory or of other buildings such as a library that exclusively serve academic purposes; for research projects, scholarship programmes and the teaching of students; or for other endeavours that serve to advance students’ specialist knowledge;
- c) the dissemination of information in Switzerland about the University of Oxford and its activities.

### 3. **Resources**

For the purposes of pursuing its objectives, the Association shall collect and utilise membership fees, as well as donations and contributions of all kinds.

The annual membership fee shall be CHF 250.00. The Members’ Meeting may increase or reduce the membership fee in response to a proposal from the Board. Honorary members, Board members in office, members of advisory boards and members of the University of Oxford shall be exempt from the fee.

The financial year shall be the same as the calendar year.

### 4. **Membership**

Members are divided into three categories: University of Oxford members, honorary members and ordinary members.

Members may be natural or legal persons (companies, trusts and foundations) that support the Association’s purpose. Membership shall in principle be open to all.



Individuals who have been particularly supportive of the Association may be awarded honorary membership by the Members' Meeting in response to a proposal from the Board.

Individuals who have cumulatively donated CHF 1,000.00 or more to the Association in a given calendar year shall be entitled to free membership for the following calendar year.

A student who has completed his or her studies at the University of Oxford and is resident in Switzerland thereafter is entitled to a period of free membership for the period from the date the studies are completed through to the end of the following calendar year.

The Board shall be entitled to set a concessionary membership fee of not less than CHF 100.00 per annum for members below a certain age, to be applied for year to year and otherwise on a non-discriminatory basis.

Membership requests are to be addressed to the Board; the Board shall decide whether to grant membership.

## 5. Termination of membership

Membership shall be terminated

- a) when a natural person cancels their membership, is expelled or dies;
- b) when a legal person cancels their membership, is expelled or is dissolved.

## 6. Cancellation of membership and expulsion

Withdrawal from the association is possible at any time with effect from the end of the current year. Notice of withdrawal of membership must be addressed in writing to the Board at least three months before the end of the year. Membership fees must be paid in full for the current year.

An ordinary member or an honorary member may be expelled from the Association at any time by means of a resolution of the Board for contravention of the goals of the Association or breach of the Association's Articles.

## 7. Governing bodies of the Association

The governing bodies of the Association shall be:

- a) the Members' Meeting
- b) the Board
- c) the Auditors

The Board may appoint other bodies or panels.

## 8. The Members' Meeting

The highest body of the Association shall be the Members' Meeting. An ordinary Members' Meeting shall take place annually within the first half of the year. Members shall be invited to the Members' Meeting and notified of the agenda items at least 21 days in advance in writing. Invitations by e-mail are valid.

Members' proposals for Members' Meeting agenda items must be addressed to the Board in writing no later than 14 days before the Meeting. Such agenda items may be deliberated even if they are not mentioned in the invitation.

The Board or one-fifth of the members may at any time require that an extraordinary Members' Meeting be convened, specifying the purpose of said meeting. This Meeting shall take place no later than 60 days after the request is received.

The Members' Meeting shall be chaired by the President of the Board or, if this person is absent, by another Board member. The Members' Meeting shall have the following irrevocable responsibilities and competencies:

- a) Approval of the minutes of the last Members' Meeting
- b) Approval of the Annual Report of the Board [and of the annual financial statements]
- c) Receipt of the audit report and approval of the annual financial statements
- d) Approval of the Board's action
- e) Election and dismissal of the Board and of the Auditors
- f) Election and dismissal of the President of the Board
- g) Determination of the membership fee
- h) Confirmation of the annual budget
- i) Confirmation of the programme of activities
- j) Passing of resolutions on other business put forward by the members or the Board
- k) Amendment of the Articles of Association
- l) Approval of amendments to the Association's regulations and of other regulations
- m) Acknowledgement of the acceptance and expulsion of members
- n) Passing of resolutions on the dissolution of the Association and on the use of the liquidation proceeds

Any duly convened Members' Meeting shall be quorate irrespective of the number of members present. Members may have themselves represented by other members by appointing them as their proxy in writing.



Members shall pass resolutions by a simple majority. In the event of a tie the President of the Meeting shall cast the deciding vote. A motion shall be accepted if more vote in favour than vote against; abstentions or invalid votes are not counted.

Changes to the Articles require the approval of a 75 percent majority of those present and eligible to vote.

At least one set of resolution minutes shall be taken down with respect to resolutions passed. The minutes should reflect at least all resolutions passed.

## 9. The Board

The Board shall be comprised of at least three persons, one of whom represents the interests of the University of Oxford.

The term of office shall be three years, with the option of re-election.

The Board shall attend to the Association's ongoing business and represents the Association with respect to third parties.

It issues regulations.

It may, with a view to achieving the Association's objectives, commission persons/companies against appropriate remuneration (e.g. for performing the Association's administrative work: registration of members, accounting, payment transactions, website, etc.). It may also appoint persons or companies that serve as patrons of the Association. Patrons are not members.

The Board shall be in possession of all powers not assigned by law or by the Association's Articles to another body.

The following positions shall always be represented on the Board:

- a) President
- b) Vice-President
- c) Finance and Secretariat
- d) Project Coordination

With the exception of the position of President, the Board shall be self-constituting. It may create other positions.

The Board shall convene as often as business requires, but at least twice a year. Every member of the Board may request that a meeting be called, specifying the purpose of said meeting. Meetings of the Board or Members' Meetings require that the representative of the University of Oxford be present or represented.

If no member of the Board requests oral deliberation, the passing of resolutions by circular vote (including by e-mail) shall be valid.



In principle, Members of the Board shall serve in an honorary capacity; they shall be entitled to reimbursement of associated expenses.

#### 10. The Auditors

The Members' Meeting shall elect two financial auditors or a legal person to examine the accounts and to carry out a spot check at least once a year.

The Auditors shall submit a report and motion to the Board for the attention of the Members' Meeting.

The term of office shall be one year, with the option of re-election.

#### 11. **Signatory authority**

The Board shall assign signatory authority on a two-signature basis at all times.

#### 12. **Liability**

The Association's liabilities may only be enforced against the Association's assets. Members shall not be personally liable.

#### 13. **Dissolution of the Association**

A resolution to dissolve the Association may be passed at an ordinary or extraordinary Members' Meeting by a majority of 75percent of the members present.

A merger may only be affected with another legal person domiciled in Switzerland that is exempt from tax liabilities on account of its charitable status or public purpose.

In the event that the Association is dissolved, the profit and capital shall be used in favour of a legal person with a similar purpose domiciled in Switzerland that is exempt from tax liability on account of its charitable status or public purpose.

There shall be no distribution of Association assets among the members.

This rule shall be irrevocable.



#### 14. **Entry into force**

These Articles of Association were accepted at the founding meeting on 2 June 2017. On 18th June 2020 these Articles were partially revised by the Annual General Meeting.

Date, place

##### **President**

Signed

Howard John Rosen

##### **Minutes**

Signed

Charlotte Henriette Holtzer

##### **Member**

Signed

John James Gregory Spauls Rolley

##### **Member**

Signed

Guy Selmar Spier

##### **Member**

Signed

Liesl Ann Elder