

# Statutes of the Internet Society Switzerland Chapter

## GENERAL PROVISIONS

### § 1

**Name and seat** The "Internet Society Switzerland Chapter", Chapter in the following, is a non-profit organization. It is an association as defined in articles 60-79 of the Swiss Civil Code of law [Zivilgesetzbuch] and seated in Zurich, Switzerland.

### § 2

**Relationship to the Internet Society (ISOC)** This Chapter is a chapter of the Internet Society [a global organization seated in Reston VA (USA)], ISOC in the following. The relationship with ISOC is further defined in "Bylaws concerning the relationship between the ISOC Switzerland Chapter and ISOC", which is not part of these statutes.

### § 3

**Purpose** The purpose of the Chapter is to advance and promote the general framework and guiding principles of ISOC, by serving the interests of the global Internet community through a local presence in Switzerland.

### § 4

**Scope** The Chapter primarily serves the Internet community in Switzerland, including people who live, study or work in Switzerland.

## MEMBERSHIP

### § 5

**Classes** The Chapter has the following classes of members:

1. Organizational Members (organizations / legal persons)
2. Individual Members (individuals)
3. Student Members (students)

### § 6

**Qualifications** Applicants for membership must meet the following qualifications:

1. Any member of the Chapter must be also member of the ISOC.
2. Organizational Members must be seated in Switzerland.
3. Student Members must be registered as full-time student at an educational institution.

### § 7

**Acceptance**

1. Applications for membership are submitted to the Board (of the Chapter). If possible, applicants use an ISOC defined process on the ISOC website, which ensures that the Board receives the application.
2. The Board decides on the application normally within four weeks after its submission.
3. In case the Board rejects the application, the applicant may appeal to the GA.
  1. Appeals are submitted to the Board.
  2. The Board must ensure that the applicant is invited to the next Ordinary GA (or Extraordinary GA, if 'acceptance of members' is part of its agenda).
  3. The applicant must be personally present at this GA
  4. The Board informs the GA about the reasons for the rejection of the application and reads out the appeal, which is then discussed.
  5. The GA decides on the appeal with a simple majority in favor by secret ballot.
  6. If the appeal is granted by the GA, the application of membership is accepted.

### § 8

**Termination**

1. Membership may be terminated by:
  - Written request of the member
  - Death
  - Exclusion

2. Any member may request the exclusion of another member.
  1. Requests for exclusion must be submitted in writing to the Board along with the reasons for exclusion.
  2. Exclusions are only permitted for important reasons or for not paying the membership fee (§ 9) after at least 3 reminders.
  3. The Board ensures the request for exclusion be discussed and voted on during the next Ordinary GA (or Extraordinary GA, if 'exclusion of members' is part of its agenda), given the request arrives at the Board at least 5 days before the deadline for publication of the final agenda (see § 12); otherwise the request is postponed to the subsequent Ordinary GA (or Extraordinary GA, if 'exclusion of members' is part of its agenda).
  4. If the request arrives at the Board within the 5 days before the deadline for publication of the final agenda (see § 12), the Board may decide to either add it to the final agenda or postpone the request to the subsequent Ordinary GA (or Extraordinary GA, if 'exclusion of members' is part of its agenda).
  5. The Board must personally and timely inform the member whose exclusion has been requested, given the latest contact information provided by the member is valid. Otherwise the Board must only inform the member personally, if valid contact information of the member can be obtained with reasonable effort.
  6. The requester must be personally present at the GA; otherwise the request is considered withdrawn without discussion.
  7. At the GA the Board reads out the request for exclusion, which includes the reasons. Afterwards the exclusion is discussed and voted on by the GA.
  8. Decisions for exclusion are carried out by secret ballot with majorities as follows:
    1. A simple majority if the membership has lasted less than one year at the time the request for exclusion has been submitted to the Board.
    2. A two thirds majority otherwise.
  9. A quorum of 10 members being personally present applies for decisions on exclusion.

#### § 9

#### Dues

1. The GA may decide on a membership fee.
2. Decisions on membership fees are determined for each class of membership (refer to § 5) separately.
3. If no specific decision is made, there is no membership fee.
4. The membership fee for Student Members may not exceed 50 Percent of the membership fee for (ordinary) Individual Members
5. On request the Board may decide to waive the membership fee for members in a challenging financial situation.

### THE BODIES OF THE CHAPTER

#### § 10

#### Bodies

The bodies of the Chapter are

- The General Assembly (refer to § 11 ff.)
- The Board (refer to § 15 ff.)
- [The Extended Board \(refer to § 28 ff.\)](#)
- The Oversight Committee (refer to § 32 ff.)
- The Various Committees (refer to § 34)
- The Head-Office (refer to § 35)

### THE GENERAL ASSEMBLY

#### § 11

#### General Assembly (GA)

1. The General Assembly (GA) is the principal decision making body of the Chapter.
2. The venues of the GA must be at central locations that are open and accessible to all Chapter members enabling participation with a reasonable travel time to the venue.
3. Any member can authorize any other member to vote on his behalf (proxy vote). A written statement with signature is to be presented to the chairperson latest at the beginning of the GA.

## § 12

### Ordinary GA

1. The ordinary GA takes place annually
2. The Board must announce in writing (email acceptable) the date, place and a draft agenda (containing all items known at the time) at least 30 days in advance, and call the members for additional agenda items.
3. Members may propose agenda items in writing (email acceptable) to the Board until 20 days before the GA. The Board must add such proposals to the agenda.
4. The Board makes the final agenda available to the members 15 days before the GA.
5. No new agenda items can be added to the final agenda.

## § 13

### Extraordinary GA

1. The Board, the Oversight Committee, or 20% of the members may call for extraordinary GA.
2. The same procedures as for an ordinary GA apply also for an extraordinary GA.
3. In case of urgent decisions to be made by an extraordinary GA, the Board may choose to skip the step of calling the members for additional agenda items, and simply announce date, place and final agenda in writing (email acceptable) to the members at least 20 days in advance.

## § 14

### Duties of the GA

The duties of the General Assembly include:

1. Acceptance and exclusion of members
2. Decisions on membership fees
3. Accept or reject reports
  - a) Preceding GA (minutes)
  - b) Board (incl. Activity Report)
  - c) Financial Statement
  - d) Oversight Committee
  - e) Various Committees
  - f) Head-office
4. Accept or reject the budget
5. Elections
  - a) Members of the Board
  - b) [Additional Members of the Extended Board \(AMEB\)](#)
  - c) Members of the Oversight Committee
  - d) Head-office
6. Tasks for the Board / action plan
7. Motions & inquiries
8. Modifications to the statutes
9. Questions of dissolution or merger with another association

## BOARD

### § 15

### Members of the Board

The members of the Board are:

- Chairperson
- Vice-chairperson for internal affairs
- Vice-chairperson for external affairs
- Treasurer
- Secretary

### § 16

### Election of the Board

1. Any member of the Chapter can be nominated as a candidate. Self-nominations are permitted.
2. Each member of the Board are voted independently, unless the GA decides to vote for the Board in teams consisting of one candidate for each position.
3. The members of the Board (or team) are elected by an absolute majority vote in favor.
4. [-If the members of the Board are voted independently, by](#) secret ballot [applies](#).
5. If no candidate or team reaches absolute majority, a 2<sup>nd</sup> ballot is carried out, where a simple

majority in favor ~~by secret ballot~~ is sufficient.

6. Members of the Board are elected for a one year term and can be re-elected without restrictions.

§ 17

#### **Vacancies**

If a Board position is ~~vacated~~vacant permanently [e.g. by resignation] or temporarily, the remaining Board may choose to

1. Leave the position vacant
2. Elect an AMEB (refer to § 28 item 2) by absolute majority to permanently or temporarily replace the vacated position
3. ~~the Board may e~~Call an extraordinary GA for electing the new position a replacement. In the meantime Until a replacement is elected, the responsibilities of the vacant position are assignedis filled ad interim to by (an) other member(s) of the Board.

§ 18

#### **Removal from office**

1. The GA may recall members of the Board or the Board as a whole from office for important reasons. Important reasons are:
  - Undermining the policies and goals of the Chapter;
  - Deliberate misconduct
  - Failing to honor commitments to engage in significant Board or Chapter activities and programs
2. A two thirds majority in favor by secret ballot by the GA is required for removal from office

§ 19

#### **Meeting schedule**

The Board shall meet at least four times a year.

§ 20

#### **Decision-making**

1. Each member of the Board is responsible to carry out all the Board's decisions in the best interest of the Chapter members.
2. Each member of the Board has one vote.
3. The Board arrives at its decision by simple majority open ballot.
4. Secret ballot applies if requested by at least one Board member.
5. In case of evenly divided votes, the Chairperson has the casting vote.
6. A decision of the Board requires a quorum of 3 Board members.
7. Board members in a conflict of interest must recuse themselves from deliberations over the matter concerned.

§ 21

#### **Responsibilities**

The duties of the Board are:

1. Lead the Chapter and manage its activities in accordance with these statutes and the decisions made by the GA
2. Represent the Chapter to third parties and ISOC
3. Organizing the GA
4. Prepare and present annual report to GA
5. Answer immediately every query of the Oversight Committee
6. Charter and de-charter committees, as well as appoint a head and a deputy for each of the Various Committees (refer to § 34)
7. Carry out the tasks assigned to the Board by the GA

§ 22

#### **Authorities**

1. The members of the Board have joint authority to sign, with two signatures being required.
2. Make operational decisions in line with the tasks given by the GA
3. Recall AMEB from office for important reasons as defined in § 18 item 1
4. Further authorities as needed can be assigned by the GA

§ 23

#### **Chairperson**

1. The Chairperson is the principal officer of the Chapter
2. The Chairperson shall preside at all GAs and Board meetings to the extent possible; otherwise see § 24 item 3.

§ 24

**Vice-chairperson for internal affairs**

1. The Vice-chairperson for internal affairs is responsible for all matters internal to the Chapter.
2. The Vice-chairperson is the primary point of contact for the Various Committees (refer to § 34) and the members of the Chapter.
3. The Vice-chairperson for internal affairs shall preside at meetings in the absence of the Chairperson.

§ 25

**Vice-chairperson for external affairs**

The Vice-chairperson for external affairs is responsible for all matters external to the Chapter, including external communication

§ 26

**Treasurer**

The Treasurer's Responsibilities include:

1. Collect dues (if applicable) and pay all bills
2. Administer the financial means of the Chapter according to the decisions arrived at by the General Assembly
3. Prepare and present the annual financial statement to the GA
4. Prepare and present the budget proposal for the upcoming financial year

§ 27

**Secretary**

The Secretary's responsibilities include:

1. Take minutes of each GA and Board meeting and make them available to the members within 4 weeks after the meeting
2. Preparation of the Chapter's Activity Report

**EXTENDED BOARD**

§ 28

**Members of the Extended Board**

The Extended Board is composed of:

1. The Members of the Board (ex officio)
2. Up to five Additional Members of the Extended Board (AMEB)

§ 29

**Election of the Additional Members of the Extended Board (AMEB)**

1. After election of the (ordinary) Board, the elected Board may nominate a slate of AMEB.
2. The GA votes on confirmation of the nominated slate.
3. If the GA does not confirm the slate, the Board nominates a new slate of AMEB and a 2<sup>nd</sup> vote is carried out.
4. If the GA does not confirm the 2<sup>nd</sup> slate, no further vote on AMEB is carried out and the seats of the AMEB remain vacant.
5. AMEB are elected for the same term as the corresponding Board and AMEB can be re-elected without restrictions.

§ 30

**Decision-making of the Extended Board**

1. The Chairperson may decide carry out certain votes by the Extended Board.
2. The same provisions for decision making outlined in § 20 apply analogously for the Extended Board.

§ 31

**Responsibilities of the AMEB**

1. AMEB have no preassigned responsibilities.
2. The Board may delegate responsibilities to AMEB.

**OVERSIGHT COMMITTEE**

§ 32

**Oversight committee (OC)**

1. The Oversight Committee (OC) consists of two ordinary members and one stand-by member, who are all independent of the Board.
2. All members of the OC are elected by the GA by absolute majority in favor
3. Members of the OC are elected for a one year term and can be re-elected without restrictions.
4. The stand-by member enters office only if a vacancy in the OC occurs or if an ordinary

member of the OC needs to recuse.

5. Instead of electing Chapter members for the OC, the GA may decide to elect a trust company authorized to carry out audits in line with the Swiss legislation.

§ 33

#### **Responsibilities of the OC**

The responsibilities of the OC include:

1. Check financial transactions made by the Board (at least twice a year)
2. Supervise the work of the Board
3. Verify the yearly financial statement, prepare and present a report to the GA
4. Call for a GA in case severe irregularities or contradictions to directions given by the GA are observed

### **VARIOUS COMMITTEES**

§ 34

#### **Various Committees**

1. The Board may charter Various Committees with a dedicated scope.
2. The Board appoints a head and a deputy for each such committee.
  1. The head must be independent of the Board.
  2. The deputy should be independent of the Board.
3. For each committee the Board assigns one Board member as an Ex-Officio member of the committee to ensure communications between the committee and the Board.
4. Every member of the Chapter can choose to be member of any committee.
5. The Board maintains a list of active committees including active committee members, head, deputy, scope, milestones and intended duration of the committee, and makes all information available to the members of the Chapter.
6. The head of each committee is responsible for preparing and presenting an activity report to the annual GA.

### **HEAD-OFFICE**

§ 35

#### **Head-Office / Official Address**

1. The GA determines the location of the Chapter's Head-Office, which constitutes the official address of the Chapter.
2. The Head-Office must be in Switzerland.
3. The Head-Office is responsible for carrying out the Chapter's administrative tasks and assisting the Board in performing its duties.
4. The Head-Office prepares and presents an activity report to the annual GA.
5. If no Head-Office is determined by the GA, the Board determines the official address of the Chapter. In absence of any determination, the Chairperson's home address serves as official address of the Chapter.

### **FINANCIAL**

§ 36

#### **Financial**

1. The Board is entitled to open a bank account.
2. The Chairperson and Treasurer have right to sign for the bank account, each with single signature.
3. All financial transactions need to be approved by the Board. The Board may define a lower limit where no such specific decision required.
4. Financial means may only be used to support the purpose of the Chapter.
5. The financial year is the calendar year.

### **VOTING PROCEDURES**

§ 37

#### **Voting procedures**

1. Each member has one vote.

2. Each Organizational Member must appoint a main representative to execute their rights in GA, and inform the Board on changes immediately in writing (email acceptable)
3. Unless stated otherwise, for any decision a simple majority [by open ballot](#) applies.
4. [Unless stated otherwise, secret ballot applies, if requested by at least two members.](#)
5. In case of evenly divided votes, the Chairperson has the casting vote. In a voting internal to one of the Various Committee the head of the committee has the casting vote.
6. Absolute majority is defined as more than half of the total number of attributable votes, whereas the total number of attributable votes is defined as the total number of votes cast minus the number of empty and invalid votes cast.
7. A two thirds majority is defined as at least two thirds of the total number of valid votes, whereas the total number of valid votes is defined as the total number of votes cast minus the number the invalid votes cast.

## **MEANS AND DISSOLUTION**

§ 38

### **Means and Dissolution**

1. The Chapter may be dissolved for the following reasons:
  - A two thirds majority in favor by the GA
  - Lawful enforcement
2. The last GA decides on what happens with the assets.
3. If no decision is reached by the GA [e.g. in case of lawful enforcement], the remaining assets are entrusted to ISOC to be transferred to a future ISOC Chapter in Switzerland.

## **CHANGES TO STATUTES**

§ 39

### **Changes to Statutes**

Changes to these statutes require a two thirds majority in favor by the GA.

# Bylaws concerning the relationship between the ISOC Switzerland Chapter and ISOC

<b>General Provisions</b>	The "Internet Society Switzerland Chapter", Chapter in the following, is a non-profit organization. It is an association as defined in articles 60-79 of the Swiss Civil Code of law. Terms within these Bylaws refer to the statutes of the Chapter.
<b>Relationship to the Internet Society (ISOC)</b>	This Chapter is chartered by the Internet Society, ISOC in the following. These Bylaws neither supersede nor abrogate any of the bylaws of ISOC that regulate Chapter affairs.
<b>Additional responsibilities of the Board</b>	The Board's additional responsibilities include: <ol style="list-style-type: none"><li>1. Manage the Chapter's activities in accordance with the policies and procedures of ISOC and these Bylaws</li><li>2. Perform all duties required by ISOC</li></ol>
<b>Additional responsibilities of the Treasurer</b>	Completion and submission of the Annual Financial Report to ISOC Headquarters
<b>Additional responsibilities of the Secretary</b>	The Secretary's additional responsibilities include: <ol style="list-style-type: none"><li>1. Submission of Chapter's Activity Report to ISOC Headquarters</li><li>2. Notification to ISOC Headquarters of any changes in the elected Board members of the Chapter</li><li>3. Submission of any proposed amendment of these Bylaws to the ISOC Membership Team for approval</li></ol>
<b>Changes to Bylaws</b>	<ol style="list-style-type: none"><li>1. Changes to these Bylaws require a two thirds majority in favor by the Board of the Chapter</li><li>2. All proposed changes to these Bylaws must be pre-approved by the ISOC Membership Team before being presented for a vote.</li></ol>