

Association

Association of Management Schools Switzerland **(AMS)**

– S t a t u t e s –

In the event of any discrepancy in interpretation, the German version shall prevail.

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I Name; Registered Office; Purpose

Art. 1 Name; Registered Office

An association as defined in Art. 60 ff. Swiss Civil Code [ZGB] exists under the name Association of Management Schools Switzerland (hereinafter AMS). The Association's registered office is in Lucerne.

Art. 2 Purpose

- ¹ The purpose of the Association is to create optimum conditions and an appropriate framework for the continued development of the business and services field at universities of applied sciences. It also promotes formal and informal exchange among its members.
- ² The Association represents the shared interests and positions of its members both vis-à-vis stakeholders in Swiss higher education and vis-à-vis business, civil society, the media and politics.
- ³ The Association is religiously and politically neutral, does not pursue any commercial purpose, and serves exclusively charitable purposes within the meaning of Art. 56 lit. g of the Federal Act on Direct Federal Taxation [DBG], as well as the corresponding provisions of cantonal tax law. The Association's assets may only be used for the purposes set out in these Statutes. Members shall receive no distributions from Association funds. Upon dissolution or termination of the Association, any remaining assets shall pass to a tax-exempt legal entity domiciled in Switzerland that pursues the same or similar charitable purposes.

II Membership

Art. 3 Members

- ¹ The business and services departments of universities of applied sciences or institutes of universities of applied sciences accredited under the Federal Act on Funding and Coordination of the Swiss Higher Education Sector may become members of the Association. If such a university of applied sciences or institute comprises several structurally independent organizational units within the business and services field, each such unit may become a member of AMS in its own right.
- ² The Association may also admit individuals and organizations from business and civil society as members in order to promote the purposes described in Art. 2.

Art. 4 Admission

The General Meeting decides on the admission of new members upon motion of the Board.

Art. 5 Withdrawal

Withdrawal from the Association shall be effected by written declaration to the Board. Notice may be given at any time and takes effect at the end of the relevant calendar year.

Art. 6 Exclusion

- ¹ The General Meeting decides on the exclusion of a member.
- ² A decision on exclusion may be contested in writing within 30 days, after which the final decision shall be taken by the next General Meeting.

Art. 7 Liability

The Association's liabilities are secured solely by the Association's assets. Members bear no personal liability and are under no obligation to make additional contributions.

III Bodies of the Association

Art. 8 Decision-making Bodies

The Association's decision-making bodies are:

- a) the General Meeting as the supreme body
- b) the Board
- c) the statutory auditor

A. General Meeting

Art. 9 Calling Meetings

- ¹ The General Meeting shall meet at least once a year.
- ² The ordinary General Meeting shall take place in the first half of the financial year and shall be convened by the President of the Board at least ten days in advance in writing, stating the agenda items and motions.
- ³ Further General Meetings shall be convened by resolution of the Board or if one fifth of the members so request.

Art. 10 Members' Motions

- ¹ A member's motion to the General Meeting must be submitted in writing to the Board at least 20 days before the General Meeting. Motions submitted within the deadline shall be placed on the agenda of the General Meeting.
- ² If motions are received later, or if they merely constitute inquiries, they shall be discussed at the General Meeting, but a resolution may only be passed at a later General Meeting.

Art. 11 Chair and Minutes

- ¹ The General Meeting shall be chaired by the President of the Board or, if the President is prevented from doing so, by the Vice-President.
- ² Minutes shall be kept of the proceedings.

Art. 12 Authority

The General Meeting has the following powers:

- a) Election of the President and Vice-President, as well as election of the statutory auditor
- b) Appointment of committees
- c) Admission of new members
- d) Approval of the President's annual report, the annual accounts and the budget, as well as discharge of the Association's bodies
- e) Determination of membership fees
- f) Amendment of the Statutes and dissolution of the Association, as well as determination of the use of the Association's assets upon dissolution

Art. 13 Passing of Resolutions

- ¹ Each member has one vote.
- ² The General Meeting has a quorum if at least 50% of all members are present.
- ³ Resolutions shall be passed by an absolute majority of the votes represented. However, dissolution of the Association may only be resolved by a qualified majority of $\frac{3}{4}$ of all members.
- ⁴ In the event of a tie, the President shall have the casting vote.
- ⁵ Minutes shall be kept of the Association's resolutions.
- ⁶ Written resolutions by circular procedure are permitted and shall be equivalent to resolutions of the Association. Such resolutions shall be passed by an absolute majority of the members.

B. Board

Art. 14 Composition and Organization

- ¹ The Board consists of the heads, or their representatives, of the business and services departments of universities of applied sciences or institutes of universities of applied sciences accredited under the Federal Act on Funding and Coordination of the Swiss Higher Education Sector. The General Meeting may decide on exceptions.
- ² The President and Vice-President shall be elected by the General Meeting for a term of office of two years. Re-election is permitted.
- ³ The Board shall elect a secretary.

Art. 15 Rights, Duties and Obligations

- ¹ The Board conducts the Association's ongoing affairs, represents it externally, and deals with all matters not assigned to the General Meeting.
- ² The Board is in particular responsible for:
 - Exclusion of a member (Art. 6)
 - Convening extraordinary General Meetings (Art. 9 para. 3)
 - Establishing committees and working groups
 - Implementation of the resolutions of the General Meeting
 - Authority to incur expenditure within the budget
- ³ The Association shall be legally bound by the joint signature of two members of the Board or of the General Secretariat. For all banking transactions, the signature of two authorized signatories is required.

Art. 16 Passing of Resolutions

- ¹ The Board has a quorum if at least half of the Board members are present.
- ² Resolutions of the Board shall be passed by an absolute majority of all Board members. In the event of a tie, the President shall have the casting vote.
- ³ Resolutions by circular procedure are permitted; they shall likewise be passed by an absolute majority of the Board members.
- ⁴ Minutes shall be kept of the meetings of the Board and the resolutions adopted.

C. Statutory Auditor

Art. 17 Auditor

The statutory auditor consists of two recognized auditors.

Art. 18 Selection

The statutory auditor shall be elected by the General Meeting for a term of office of two years. Re-election is permitted.

Art. 19 Tasks

The statutory auditor shall examine the annual accounts and the bookkeeping records (supporting documents), submit a written report to the General Meeting at its ordinary General Meeting, and submit proposals.

IV General Secretariat

Art. 20 General Secretariat

¹ The Association has a General Secretariat. Its tasks and organization shall be determined by the Board.

² The Secretary General shall also perform the function of secretary.

V Dissolution of the Association

Art. 21 Grounds for Dissolution

The Association may be dissolved if the purpose of the Association can no longer be fulfilled.

VI Final Provisions

Art. 22 Approval of the Statutes

These Statutes were approved at the General Meeting of 27 February 2026 and enter into force on 1 March 2026.