

Association of Management Schools Switzerland
(AMS)

- S t a t u t e s -

Approved on 5 March 2021 / Valid from 1 April 2021

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I Name of the Association; Registered Office; Purpose of the Association

Art. 1 Name; Registered Office

An association as defined in Art. 60 ff. Swiss Civil Code [ZGB] exists under the name the *Association of Management Schools Switzerland* (hereinafter: *AMS*). The Association's registered office shall be deemed to be located at the legal address of the School of the individual who currently holds the position of President of the Association.

Art. 2 Purpose of the Association

- ¹ The purpose of the Association is to help create optimum conditions for development in the field of business and services. The Association also aims to encourage formal and informal interaction between its members.
- ² The Association represents the interests and standpoints of its members vis-à-vis stakeholders in Swiss higher education, business, civil society, the media and politics.
- ³ The Association is religiously and politically neutral and does not pursue for-profit objectives.

II Membership

Art. 3 Members

- ¹ Members are from the fields of business and services at HFKG-accredited¹ universities of applied sciences or institutes of applied sciences, represented by the heads in charge of those fields. If an HFKG-accredited university of applied sciences or institute of applied sciences has more than one structurally independent organisational entity in the business and services field, each one may be an individual member of the AMS.
- ² The Association may admit individuals and organizations from business and civil society as members, in order to pursue the objectives described in Article 2.

Art. 4 Admission

The General Meeting decides on the admission of new members, based on formal motions submitted by the Board, who must provide appropriate criteria.

Art. 5 Withdrawal

Withdrawal from the Association is accomplished via a written declaration to the Board. This may be done at any time, and takes effect at the beginning of the new Association year.

Art. 6 Exclusion

- ¹ Exclusion of a member is decided upon by the Board.
- ² The excluded member may contest the exclusion in writing within 30 days, after which a final decision must be made by the General Meeting.

¹ i.e. accredited under Switzerland's Federal Act on Funding and Coordination of the Swiss Higher Education Sector [HFKG]

Art. 7 Liability

Only the Association's assets are held against its liabilities; members do not bear any personal liability or further financial obligations.

III Decision-making Bodies

Art. 8 Decision-making Bodies

The decision-making bodies are:

- a) the General Meeting (highest decision-making body)
- b) the Board
- c) statutory auditor.

A. General Meeting

Art. 9 Calling Meetings

- ¹ The General Meeting meets at least once a year.
- ² The ordinary General Meeting takes place in the first half of the financial year and shall be convened in writing by the President of the Board 10 days in advance, along with a meeting agenda and motions.
- ³ Further General Meetings may be called via a Board resolution, or if one fifth of the members request it.

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 which are submitted within the deadline are placed on the agenda for the General Meeting.
- ² If a motion is received late or merely constitutes a query, it may be discussed at the General Meeting, but a resolution regarding the matter cannot be passed until a subsequent General Meeting.

Art. 11 Chair and Minutes

- ¹ The General Meeting is chaired by the President of the Board or, if they are incapacitated, by the Vice-President.
- ² Minutes shall be kept.

Art. 12 Authority

The General Meeting has the following powers:

- a) Elect the President, Vice-President, and other Board members; choose statutory auditors
- b) Set up committees
- c) Admit new members

- d) Approve the President's annual report, the annual accounts and the budget; grant formal approval for the actions of the decision-making bodies
- e) Specify the membership fees payable by members
- f) Amend these Statutes; dissolve the Association; decide how to use Association assets in the event of dissolution.

Art. 13 Passing of Resolutions

- ¹ Each member has one vote.
- ² The General Meeting is quorate if at least 50% of all votes are present.
- ³ A resolution passes if there is an absolute majority among the votes present at the meeting. However, a motion to dissolve the Association requires 3/4 of all votes in order to pass. In the event of a tie, the President has the casting vote.
- ⁴ Minutes of Association resolutions shall be kept.
- ⁵ A resolution may be passed in writing, and in such instances is equivalent to the passing of a resolution by the Association; it requires an absolute majority among all votes.

B. Board

Art. 14 Composition and Organization

- ¹ The Board consists of the heads (or their representatives) of the business and services fields at HFKG-accredited universities of applied sciences or institutes of applied sciences.
- ³ The President and Vice-President are elected by the General Meeting for a term of two years. Re-election is permitted.
- ⁴ The Board shall elect an actuary.

Art. 15 Rights, Duties and Obligations

- ¹ The Board manages the Association's day-to-day affairs, represents it externally, and deals with all matters unless they are handled by the General Meeting.
- ² In particular, the Board performs the following tasks:
 - exclude a member (Article 6)
 - convene extraordinary General Meetings (Art. 9 Para. 3)
 - set up committees and working groups
 - implement General Meeting resolutions
 - decide on spending as part of budgeting
- ³ The President or Vice-President, in conjunction with the actuary, are the legally binding representatives of the Association.

Art. 16 Passing of Resolutions

- ¹ The Board is quorate if at least half of the Board members are present.
- ² A Board resolution requires an absolute majority among all Board members in order to pass. In the event of a tie, the President has the casting vote.
- ³ Passing of resolutions via circular letter is permitted; in such instances, the resolution requires an absolute majority among the Board members in order to pass.

⁴ Minutes of Board meetings, especially resolutions, shall be kept.

C. Statutory Auditor

Art. 17 Auditor

The statutory auditor shall consist of two certified statutory auditors and one substitute.

Art. 18 Selection

The auditor shall be chosen by the General Meeting for a term of two years. A further term is permitted.

Art. 19 Tasks

The auditor shall audit the annual financial statements and accounts and submit a written report to the General Meeting at the ordinary General Meeting, via a formal request.

IV General Secretariat

Art. 20 General Secretariat

¹ The Association has a General Secretariat; its tasks and organizational structure are determined by the Board.

² The General Secretary shall also fulfil the function of actuary.

V Dissolution of the Association

Art. 21 Grounds for Dissolution

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

VI Final Provisions

Art. 22 Approval of the Statutes

These Statutes were approved at the General Meeting on March 5, 2021 and take effect on April 1, 2021.