



CONSTITUTION
GEEZERS TOUCH CLUB

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CONSTITUTION

GEEZERS TOUCH CLUB

1. NAME, LEGAL FORM, OFFICE, AND LANGUAGE

- a) The name of the Association is Zurich Geezers Touch Club (**Club**).
- b) The Club is a non-governmental Swiss association with a non-profit making purpose, having legal personality pursuant to the Swiss Civil Code (**Code**)
- c) The registered office is the place fixed by the Committee.
- d) The Club has two official languages: English or German. A document can be created in either language. Translation is optional, but not obligatory. If any document is translated, the original version will prevail.

2. OBJECTS OF THE CLUB

- (a) Conduct, encourage, promote, and advance Touch throughout the Zurich area.
- (b) Conduct Touch competitions held in the Local area.
- (c) Seek and obtain playing and training facilities for its Members.
- (d) Form teams to participate in Touch tournaments.
- (e) Undertake and or do all such things or activities, which are necessary, incidental or conducive to the advancement of these Objects.

3. STRUCTURE OF THE CLUB

The official organisational structure of the Club includes the following bodies, each with separately defined powers and duties:

- a) The Annual General Meeting
- b) The Committee
- c) The Auditor (if appointed)

4. AFFILIATION

The Club may affiliate with relevant associations or governing bodies.

5. PARTNERSHIP

The Club may partner formally or informally with any association, group, club, or individual, as deemed appropriate by the Committee in order to achieve the Objects.

6. MEMBERSHIP

All Members of the club are subject to the Constitution of the Club, any relevant Swiss laws, and the regulations of any relevant Governing Body that the Club affiliates to.

- a) Membership is open to all individuals. No person shall be refused on the basis of sex, age, race, religion, sexual preference, impairment or disability, or place of residence.

b) Members are admitted to the club when they pay the Membership fee and agree to the Membership Terms and Conditions of the Club in writing, or electronically. The Committee may change the Terms and Conditions of the Club from time to time.

c) Members shall have the right to attend and vote at Annual General Meetings and Special General Meetings.

d) Membership period is 1st January to 30th April of the following year, with renewal fees due at the early-bird rate between 1st January and 30th April each year.

e) Membership is discontinued if a Member's renewal fees have not been received by 30th April. If the Member wishes to take up membership again in the same year (i.e. 1st May or later), the regular rate will apply.

f) The Club shall keep and maintain a register of Members.

g) A Member who ceases to be a Member, for whatever reason, immediately forfeits all rights in and claims upon the Club and its property.

h) The annual Membership subscription (if any) paid by a terminated Member will not be refunded.

7. SUBSCRIPTIONS AND FEES

The annual Membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Committee from time to time.

8. THE COMMITTEE

8.1 Powers of the Committee

Subject to the Code and this Constitution, the Committee shall manage the business of the Club.

In particular, the Committee shall:

a) Act in accordance with the Objects.

b) Operate for the benefit of the Members.

c) Pass decisions on all issues that do not come within the sphere of responsibility of the Annual General Meeting.

d) Accept Members and terminate Members as required.

e) Table appropriate motions to be dealt with at the Annual General Meeting (AGM): In particular, preparing the annual report and statement of accounts.

f) Set up ad hoc sub Committees if necessary and appropriate.

g) Delegate tasks to non-Committee Members as appropriate.

8.2 Composition of the Committee

a) The Committee shall comprise a minimum of 3, and up to 9 elected Directors, who must all be Members, and must be elected.

b) The following roles must be filled: President, Secretary, and Treasurer.

c) The Committee may allocate portfolios to Directors.

8.3 Nominations for Committee

- (a) Nominations for elected Director positions shall be called for seven (7) days prior to the annual general meeting.
- (b) Nominees for elected Director positions must declare any conflict of Interest.

8.4 Term of Appointment for Elected Directors

Directors are elected until the next Annual General Meeting.

8.5 Committee Vacancies

Any casual vacancy occurring in the positions of President, Secretary, or Treasurer must be filled by calling a Special General Meeting. Other Director positions can remain vacant until the next AGM.

8.6 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Code, a Director is removed by resolution at a Special General Meeting.

8.7 Existing Directors

The Members of the administrative or governing body of the Club in office immediately prior to approval of this Constitution under the Code shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

9. COMMITTEE MEETINGS

- a) The Committee shall meet as often as is deemed necessary in every calendar year.
- b) All voting shall be by simple majority. In the event of a tied vote, the President may exercise a casting vote.
- c) At meetings of the Committee, the number of Directors whose presence is required to constitute a quorum is at least 50% of Members, with a minimum of 3.
- d) The President shall chair the meeting, or in his/her absence, the President's nominee.
- e) Meetings can be held in person, by telephone, or teleconference (e.g. Skype).
- f) The minutes should be sent out by the Secretary within one week of meeting and acceptance of minutes will be done by email. In case of no response, the minutes will be deemed accepted within one week after their circulation.
- g) Conflicts of Interest: A Committee member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall, unless otherwise determined by the Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters.

10. GENERAL MEETINGS

There are two type of General Meetings: Annual General Meeting and Special General Meeting

10.1 Annual General Meeting (AGM)

The AGM shall be held each year at such time and place as determined by the Committee, at approximately 12 month intervals, but no more than 14 months after the previous AGM. All voting shall be by simple majority. In the event of a tied vote, the President may exercise a casting vote.

The Powers and function of the Annual General Meeting are:

- a) Presentation and acceptance of accounts for the preceding year.
- b) Budget and projected financial situation for the following year.
- c) Whether to appoint an Auditor for previous year or year ahead.
- d) Presentation of President's report.
- e) Election of Officers of the Committee.
- f) Any other business.

10.2 Special General Meetings (SGM)

- a) An SGM can be called upon the written demand of 33% of the Members, the President, or two thirds of Committee members.
- b) Resolutions of the SGM require a two-thirds majority to pass.
- c) Notice for an SGM shall be a minimum of 14 days and state the business to be discussed.

11. RULES FOR GENERAL MEETINGS

- a) The President, or in his absence, a Member selected by the meeting, will act as chairperson.
- b) Each Member shall have one vote.
- c) A quorum shall be at least 3 people.
- d) Minutes shall be recorded and made available to all Members.
- e) Members entitled to vote may submit notices of motion for inclusion.
- f) All notices of motion must be submitted in writing to the Club no less than 7 days prior to the general meeting.
- g) Members must participate in person, by telephone or Skype.
- h) Minutes will be sent for approval by the Secretary within one week to all Members present (either by phone, teleconference or physically present) and acceptance of minutes will be done by email within one week. In case of no response, the minutes will be deemed accepted within one week after their circulation.

12. FINANCE

- a) Income and property of the Club shall be derived from such sources as the Committee determines from time to time.
- b) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- c) The President and the Treasurer shall be individually authorised signatories on behalf of the association for financial transactions, and shall have access to bank accounts.
- d) A bank account shall be maintained in the name of the Club and Club funds must be deposited in this account. If funds are collected in cash, they must be deposited as soon as reasonably possible.
- e) The financial year of the association shall run from 1st Jan to 31st Dec.

13. ALTERATION OF CONSTITUTION

This Constitution can only be altered at a Special General Meeting

14. INDEMNITY

- (a) Every Director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) In the case of a Director, performed or made while acting on behalf of and with the authority, expressed or implied, of the Club; or
 - (ii) In the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

15. DEFINITIONS

15.1 Definitions

“Auditor” means an appointed external qualified person who checks the accuracy and compliance of business records

“Code” means the *Swiss Civil Code*

“Committee” means the body managing the Club and consisting of the Directors.

“Constitution” means this Constitution of the Association.

“Director” means a Member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“General Meeting” means the annual or any special general meeting of the Club.

“Member” means a registered, financial member of the Club.

“Local area” means the geographical area for which the Club is responsible as recognised by the regional and/or state organisations for Touch of which the Club is a member.

“Objects” means the Objects of the Club in **clause 2**.

“President” means a member of the Committee in charge of representing the Club and overseeing the Club activities.

“Register” means a register of Members kept and maintained in accordance with **clause 6.f**

“Secretary” means a member of the Committee in charge of organizing and administrating any meeting held by the Club to pursue its Objects.

“Special Resolution” means a Special Resolution defined in the Code.

“Treasurer” means a member of the Committee in charge of overseeing any financial matter and performing any financial transaction performed by the Club to pursue its Objects.

2018 updates approved at the Annual General Assembly of 15th November 2018, Zurich.

A handwritten signature in black ink that reads "Jennifer Hinam". The script is cursive and fluid, with the first name and last name clearly distinguishable.

Jennifer Hinam
President