

# UNITECH Alumni Association (UAA)



## CONSTITUTION AND BYLAWS

April 6<sup>th</sup>, 2019

# UNITECH Alumni Association(UAA)

## CONSTITUTION

### **SECTION 1 – GENERAL PROVISIONS**

#### **Article 1 – Name, Language, Seat**

- (a) The organisation is to be called “UNITECH Alumni Association” – abbreviated “UAA” and hereinafter referred to as “the Association”. The supreme body of the Association is referred to as “the General Assembly” and the management committee of the Association is referred to as “the Council”.
- (b) The Association, which does not engage in any activity with financial aims, adopts the legal form of an Association in accordance with paragraph 60 and further of the Swiss Civil Code.
- (c) The Association does not carry out any business activities and is thus not registered in the Commercial Register.
- (d) The working language of the Association shall be English. This will be used for written reports and records as well as for verbal discussions at any meeting of the General Assembly and of all working bodies of the Association.
- (e) Both the Constitution and the Bylaws are to be interpreted on the English text, which is to be considered as the only official text.
- (f) The seat of the Association is Zurich, Switzerland.

#### **Article 2 – Aims**

The Association aims to foster an active network of people who are about to or have successfully taken part in the UNITECH International program. Thereby, the Association makes the participation in the program a lasting experience. This goal shall be reached by providing services and organizing events that create value to the Association's members in the following focus areas:

- (a) Content: The Association provides content to its members by engaging resources internal and external to the network, such as members, Corporate and Academic Partners, experienced professionals, and political representatives. The Association thereby initiates discussions and exchange within and beyond the network. The topics addressed shall be relevant to large segments of the members and serve their personal and professional development.
- (b) Career: The Association serves as matchmaker between its members and professional opportunities. Events and services shall be designed in a way that professional networking is facilitated. Educational initiatives shall include career-related topics.
- (c) Friendship: The Association assists its members in preserving old ties of friendship. Furthermore, it aims at creating new bonds across all UNITECH generations.
- (d) Spirit: The Association wants to preserve the feeling of being part of something unique and exclusive. This includes a culture of open, honest, and inspiring discussions, enthusiasm to explore new paths, and willingness to excel and commit.

#### **Article 3 – Participation in International Societies**

With the approval of the General Assembly and of the Council of the UNITECH International Society (UTI), the Association may join international organisations whose wider aims, or part of them, implicitly include those of the Association.

**SECTION 2 – MEMBERSHIP****Article 4 – Members**

- (a) UNITECH Alumni: Graduates of the UNITECH International Programme (status: UNITECH Fellows) who are willing to uphold the UNITECH Spirit. Graduation criteria are defined by the UNITECH International Society.
- (b) UNITECH Associate Alumni: UNITECH Former Students who have completed all joint modules of the UNITECH International Programme, including the academic exchange period, but have not satisfied all UNITECH graduation requirements. For the three years following their last joint-module (End-of-Year event), they shall have the same rights and duties as a UNITECH Alumni. Their membership shall be suspended should they fail to graduate from the UNITECH Programme (status: Non-Graduated Students). Graduation criteria are defined by the UNITECH International Society. In the case of exceptional circumstances, special dispensation can only be granted by the Council and the Secretary General of the UNITECH International Society.
- (c) UNITECH Advocate: UNITECH Former Students who are not Associate Alumni anymore, and have not yet failed to graduate from the UNITECH Programme (status: Non-Graduated Students). They may participate in Association activities, but shall not be eligible to vote or serve as Council members. Upon graduation from the UNITECH Programme, they will automatically become UNITECH Alumni. Their membership shall be suspended in case of failure to graduate (status: Non-Graduated Students).
- (d) Honorary Alumni: Present and former academic or corporate representatives and benefactors whom the Association wishes to recognise for their great contribution made to the development and growth of the UNITECH International Society and the UNITECH Alumni Association. They are duly elected to honorary membership by a simple majority of the General Assembly. Honorary Alumni may participate in Association activities, but shall not be eligible to vote or serve as Council members. Honorary Alumni will not be required to pay membership fees.

**Article 5 – Joining the Association**

- (a) UNITECH students may apply for membership upon completion of all joint modules of the UNITECH International Programme.
- (b) UNITECH graduates who have terminated their membership can apply for membership by mail to the President.
- (c) Admission includes the obligation to recognise and adhere to this Constitution and Bylaws and to pay the appropriate membership fees as determined by the General Assembly.

**Article 6 - Leaving the Association, Disciplinary Actions and Membership Termination**

- (a) Membership may be terminated, if a member is in arrears in payment of its membership fee, but such termination shall not relieve a member of the obligation to pay such membership fees that are in arrears.
- (b) A member may terminate its membership by delivering a declaration to that effect to the President one month prior to the end of the financial year in order to become effective at the end of the financial year in question.
- (c) On the recommendation of the Council, the General Assembly may choose to take disciplinary action against a member whose activities consistently violate the letter or the spirit of the present constitution and harm the UNITECH International network. Member misconduct may result in membership termination.
- (d) Membership suspension due to misconduct shall be decided upon by the Council. The suspension shall be upheld until the next General Assembly of the UNITECH Alumni Association.

**Article 7 – Communication and Information policy**

- (a) The official means of communication within the Association shall be electronic mail
- (b) It is the duty of every member to keep the contact information available to the Association and the Council up to date.
- (c) The data of the Association's members is stored in the central database of UTI.
- (d) Access for other UNITECH partners to the Association's data is subject to negotiation between the Association's Council and UTI.

**SECTION 3 – GENERAL ASSEMBLY**

**Article 8 – Objective**

The General Assembly is the supreme body of the Association and shall comprise all members.

**Article 9 – Convention**

- (a) The General Assembly may be convened either as a regular or as an extraordinary meeting.
- (b) A regular meeting of the General Assembly shall take place each year.
- (c) An extraordinary meeting of the General Assembly may take place at any time decided upon by the Council.
- (d) A meeting is also convened upon request of at least 20 members as long as the Association has less than 100 members. Afterwards at least one-fifth (1/5) of the members is required.

**Article 10 – Quorum**

- (a) At a meeting of the General Assembly at least 20 members of the Association shall be present to constitute a quorum for the transaction of business. In case the Association has below 60 members, at least one-third (1/3) of the members is required.
- (b) A member may appoint another member of the Association as a proxy. In this case, the respective members shall be regarded as being present at the General Assembly. Notice of such proxy shall be sent to the Council prior to the meeting.
- (c) If within half an hour after the appointed time for the commencement of the General Assembly a quorum is not present, the meeting is cancelled. The Council may use the means laid out in Article 14 to reach decisions on subjects that may not be postponed until the next General Assembly.

**Article 11 – General Decisions**

- (a) At a meeting of the General Assembly, each member shall have one and only one vote.
- (b) Except for amendments of the Constitution, any decision of the General Assembly will require the majority of the votes cast. In the case of a tie, the chairman of the meeting will have a casting vote.

**Article 12 – Amendments to the Constitution**

- (a) The General Assembly may, subject to general provisions of the Constitution of the Association, adopt any amendment that it deems necessary for regulating the activities of the Association.
- (b) Such amendment shall be established on a two-thirds majority by the General Assembly.
- (c) Any amendment to section 1, section 2, article 12, article 29 or the adoption of a new article requires in addition the approval by the President of UTI.

**Article 13 – Bylaws**

The General Assembly may, subject to the general provisions of the Constitution of the Association, adopt any Bylaw that it deems necessary for regulating the activities of the Association.

**Article 14 – Other decisions**

- (a) If any decision is required between meetings of the General Assembly, the Council may order a postal ballot. The Council decides on the means of communication used for the ballot.
- (b) Such a decision will be considered as having been reached by the General Assembly.
- (c) For a postal ballot to be valid, at least 20 members must have voted. In case the Association has below 60 members, at least one-third (1/3) of the members must have voted.

**Article 15 – Chairman**

The President of the Association or, in his absence the Vice-President or, if neither of these are present, another Council Member authorised by the President or failing him by the Council, shall preside at the meetings of the General Assembly.

**SECTION 4 – COUNCIL**

**Article 16 – Council Aims**

- (a) The management of the Association shall be vested in a Council.
- (b) The Council shall be responsible for the management of the Association to the General Assembly from which it receives its mandate and to which it shall report on the state of the Association.
- (c) Subject only to the directions of the General Assembly, the Council shall formulate the policies of the Association. It shall develop the long-term plans of the Association for approval by the General Assembly.
- (d) The Council may delegate particular functions to the appropriate officers or committees and shall regularly receive activity reports from those officers and committees.

**Article 17 – Council Structure**

- (a) The Council shall consist of the elected officers of the Association as described in Article 23(a).
- (b) Additional Officers shall be determined by the General Assembly based upon a proposal by the Council.

**Article 18 – Candidate Requirements**

- (a) All Council Members listed in Article 17(a) shall be elected by the General Assembly. All candidates must be members of the Association.
- (b) The term of office of the Council Members shall be two years, starting 30 days after the conclusion of the General Assembly at which they were elected or, if a postal ballot is held between sessions of the General Assembly, on the announcement of the result of that ballot by the Election Committee. They remain in office until 30 days after the conclusion of the meeting of the General Assembly electing their successors.
- (c) No member shall serve for more than three consecutive terms for the same position on the Council.

**Article 19 – Election Process**

The elections to the Council are carried out according to the following procedure:

- (a) The Council shall collect nominations and prepare a preliminary list of candidates for election.
- (b) Each candidate for election to the Council shall be an eligible member. An eligible member can be nominated for more than one role.
- (c) This preliminary list of candidates shall be sent to all members no later than two months before the date of the elections, inviting them to make additional nominations within three weeks.
- (d) The final list of candidates shall be sent at least one month before the date of elections. Candidates may be admitted to the election process at a later stage upon approval by the General Assembly.

- (e) An Election Committee shall supervise the election and count the ballots. The Election Committee shall consist of three members of the Association, who are appointed by the Council. Members of the Election Committee must not participate in the Election Process as candidates.
- (f) In the case of elections to the Council being carried out during a session of the General Assembly, the procedure shall be as follows:  
If in the first round of the election none of the candidates for a specific position received a majority of votes, the Election Committee will proceed to the second election round for those positions. In the second round, only the candidates with the two highest results are admitted.
- (g) In case the elections to the Council are carried out by postal ballot in accordance with Article 14 of the Constitution, the procedure described in Article 19(f) shall be modified as follows:  
The Election Committee shall, by the approval of the Council, communicate by which means the election will take place. Only votes received by the day set for the elections will be valid.
- (h) A member of the Election Committee shall report the results of the election.

#### **Article 20 – Substitution of Council Members**

- (a) If the President resigns or cannot serve, the Vice-President or, failing him, a Council Member selected by the Council will temporarily serve as Acting President for such period as may be decided by the Council.  
The person serving as Acting President is to have exactly the same rights, privileges and responsibilities as the President would have.
- (b) Should any Council Member other than the President, due to resignation or other cause, be prevented from fulfilling his or her duties, the Council may appoint a replacement until the next election.
- (c) Such a period of office shall not be considered as a term of office from the point of view of subsequent elections, as described in Article 18(c).

#### **Article 21 – Internal Council Structure**

- (a) The President of the Association or, in the absence of the President, the Vice-President or, if neither of these are present, another Council Member authorised by the President or failing him by the Council, shall preside at any meeting of the Council.
- (b) A quorum for a meeting of the Council shall be at least half of the members of the Council.

#### **Article 22 – Representation**

- (a) The Council Members represent and oblige the Association with joined signature by two elected officers.
- (b) The President shall represent the Association in the executive body of UTI.

### **SECTION 5 – OFFICERS**

#### **Article 23 – Council Officers**

- (a) The elected officers of the Association shall be
  - The President,
  - The Vice-President,
  - The Financial Officer,
  - The Communications Officer.
  - The International Sessions Officer
  - The LUC Coordination Officer
- (b) The appointed officers of the Association shall be:
  - Secretary General

**Article 24 – President**

The President shall be the official representative of the Association. In particular, the President shall:

- (a) Lead, direct, and provide guidance in the operation of the Association and the Council,
- (b) be jointly responsible for policy and strategic planning for the Association together with the Vice-President,
- (c) preside at all meetings of the Association,
- (d) jointly represent the Association towards UTI together with the Vice-President,
- (e) maintaining relationships to Corporate Partners in order to understand their profile and encourage collaboration,
- (f) Jointly with the LUCs, represent the Association towards APs to support their recruiting efforts and ensure that the Association gets value in return,
- (g) call meetings of the Association, and
- (h) oversee pending matters and remind the persons in charge.

**Article 25 – Vice-President**

The Vice-President shall support the President in his duties. In particular, the Vice-President shall:

- (a) Be jointly responsible for policy and strategic planning for the Association together with the President,
- (b) jointly represent the Association towards UTI together with the President,
- (c) establish and maintain external relations,
- (d) recruit new Corporate Partners independently of or in collaboration with UTI, and
- (e) define content and support organization of the professional sessions and the annual reunion.

**Article 26 – Financial Officer**

The Financial Officer shall manage the finances of the Association as directed by the Council. In particular, the Financial Officer shall:

- (a) Assume responsibility for the overall financial operation of the Association,
- (b) prepare financial reports for the Council and for the General Assembly,
- (c) prepare an annual budget of income and expenditure for the Association,
- (d) collect membership fees and other revenues,
- (e) approve the expenses of the Association, and
- (f) administrate the membership database.

**Article 27 – Communications Officer**

The Communications Officer shall act as a link between the UNITECH Alumni and their Council. In particular, the Communications Officer shall:

- (a) Keep UNITECH Alumni updated and informed on Council's current activities and plans,
- (b) support the implementation of the Association's strategy in terms of communication,
- (c) maintain and develop the Association's corporate identity, and
- (d) maintain the Association's website.

**Article 28 – International Sessions Officer**

The International Sessions Officer shall be responsible for the planning and execution of International Sessions as decided by the Council. In particular, the International Session Officer shall:

- (a) Plan and implement the logistic details of the Sessions,
- (b) lead and co-ordinate the preparation and implementation of the content for professional Sessions,
- (c) manage the communication with the members before, during, and after each Session,
- (d) handle the related invitation and registration processes, and

(e) assume responsibility for the budget and expenses concerning the Sessions.

**Article 29 – LUC Coordination Officer**

The LUC Coordination Officer shall supervise and coordinate the activities of the Local UNITECH Chapters (LUCs) and shall serve as communication interface between the Council and the LUC Coordinators (LCCs). In particular, the LUC Coordination Officer shall:

- (f) Connect LCCs and foster mutual motivation,
- (g) ensure regular activities in the LUCs,
- (h) support and facilitate the collaboration between the LUCs and APs and CPs,
- (i) keep the Council informed about the activities in the LUCs, and
- (j) prepare and execute the setup of new LUCs.

**Article 30 – Secretary General**

- (a) The Council may appoint a Secretary General of the Association for a term of office decided by the Council.
- (b) The Secretary General may be appointed at any time by the Council as and when a vacancy occurs.
- (c) The Objectives of the Secretary General are laid out in Bylaw No. 7.

**SECTION 6 – FINANCE**

**Article 31 – Revenues and Expenses**

- (a) The revenues of the Association shall consist of membership fees, royalties, and contributions from the UNITECH International Society, as well as unconditional donations.
- (b) The revenue of the Association shall be used for expenses and investments as directed by the Council on the basis of a budget approved by the General Assembly.
- (c) The Financial Officer shall approve expenses within the budget approved by the General Assembly.

**Article 32 – Membership Fee**

All members shall be required to pay an annual membership fee as determined by the General Assembly.

**Article 33 – Financial Responsibilities**

- (a) All services to the Association by Elected Officers, Council Members, or Committee Members shall be voluntary and unpaid.
- (b) The liability of a member to contribute towards the payments of debts and liabilities of the Society is limited to the amount, if any, of the membership fees unpaid by the member. Creditors shall look only to assets of the Association for payment.
- (c) If the Association is not able to balance its accounts it will be dissolved according to Article 37.

**SECTION 7 – LOCAL UNITECH CHAPTERS**

**Article 34 – Definition**

A Local UNITECH Chapter (LUC) is a group of UNITECH students and members living in the same city or area, building a network within the Association.

**Article 35 – LUC Coordinators**

- (a) One member of each LUC is a coordinator for that LUC and is a contact person for the UAA Council.
- (b) The LUC coordinator is also a contact person for the Local UNITECH Office and the local representatives of the UNITECH Corporate Partners.

- (c) All LUC coordinators are to be elected by the members of their respective LUC. They are elected for a one year term and may serve for no more than three consecutive terms.
- (d) The election procedure for the LUC Coordinators is defined by the Council.

**Article 36 – Funding**

- (a) LUCs are not allowed to accept sponsoring from any company other than UNITECH Corporate Partners.
- (b) A yearly budget is assigned to each LUC by the Council after approval of the yearly plan of activities.

**SECTION 8 – FINAL PROVISIONS**

**Article 37 – Dissolution**

- (e) The procedure for the dissolution of the Association is the same as for amendments to the Constitution (Article 11).
- (f) In the event of the dissolution of the Association the Council shall determine the manner of disposal of the funds and properties for the benefit of one or more non-profit-making organisations, the aims of which are as similar to the aims of the Association as possible.

# UNITECH Alumni Association (UAA)

## BYLAWS

### GENERAL PROVISIONS

#### **No. 1**

These Bylaws are approved in accordance with Article 13 of the Constitution.

### GENERAL ASSEMBLY

#### **No. 2 - Scheduling**

- (a) The date and agenda of a General Assembly meeting is set up by the Council.
- (b) Notice of a meeting of the General Assembly shall be sent to the members by the Council no later than two months prior to the date fixed, accompanied by a provisional agenda.
- (c) Comments on the agenda shall be returned to the Council no later than one month before the date of the session.
- (d) The final agenda shall be sent to the members not less than two weeks prior to the date of the session.

#### **No. 3 - Agenda**

Matters not appearing on the agenda of a meeting of the General Assembly will be considered only if prior approval is given by a simple majority of the General Assembly.

#### **No. 4 - Extraordinary Meetings**

- (a) Members requesting an extraordinary meeting of the General Assembly shall send a request to the Council, specifying the matter or matters which they desire to be discussed in accordance with the provisions of Article 9(d) of the Constitution.
- (b) The Council shall fix the date of an extraordinary meeting of the General Assembly so that the meeting takes place within three months of receipt of the request.
- (c) The agenda shall be sent to the members not less than one month prior to the date of the session.

### COUNCIL

#### **No. 5 - Meetings and Decisions**

- (a) The Council shall reach decisions either at a meeting or by correspondence.
- (b) Whenever possible, the Council should reach its decision by consensus. If a vote is necessary, decision shall be made on the basis of a majority of the votes cast.
- (c) For a meeting of the Council, a member may appoint another Council Member as a proxy. Notice of such proxy shall be sent to the President or the Secretary General prior to the meeting.

#### **No. 6 - Responsibilities**

The Council shall submit to the General Assembly latest with the final agenda:

- (a) The report of the Council for the preceding year,
- (b) The Financial Officer's report and the provisional statement of accounts of the Association,
- (c) A proposal for the annual budget of the Association,

- (d) A proposal for the number of Additional Officers to be elected to the Council for the following year, if applicable,
- (e) A list of candidates for the Elected Officers, prepared according to Article 19 of the Constitution,
- (f) Any proposals for amendments to the Constitution or the Bylaws.

#### **No. 7 - Objectives Secretary General**

In accordance with Article 28 of the Constitution, the Secretary General shall:

- (a) Act as Secretary of the General Assembly as well as of the Council,
- (b) Be charged with the implementation of the resolutions approved by the General Assembly or the Council and act on all matters in accord with these decisions; in cases where clarification is required, the Secretary General shall seek and follow the opinion of the President,
- (c) Prepare the agenda of each meeting of the Council, taking into account the suggestions of the President and the other Council Members, and post it at least one month before the date of the meeting,
- (d) Conduct the current business of the Association, run the secretariat, deal with correspondence and maintain the records of the Association,
- (e) Attend meetings, conferences, symposia and workshops and disseminate information on such meetings.

### **FINANCE**

#### **No. 8 – Financial Year**

The financial year of the Association shall be from the 1st of May to the 30th of April.

#### **No. 9 - Auditors**

- (a) The correctness of the business conducted by the Council shall be supervised annually by two auditors within two months after the end of the financial year. The result of this verification shall be reported to the members within three months after the end of the financial year.
- (b) The two auditors are elected with a simple majority by the General Assembly. The term of office of the elected auditor shall be one year, starting from the conclusion of the General Assembly at which they were elected or, if a postal ballot is held between sessions of the General Assembly, on the announcement of the result of that ballot by the Election Committee. He/She remains in office until the conclusion of the meeting of the General Assembly electing their successors.

#### **No. 10 – Membership Fee**

- (a) The membership fees shall be fixed by the General Assembly on the recommendation of the Council. The membership fee shall be based on the operational cost of the Association expected for the coming year. Additionally it may comprise a position for special activities declared in the budget.
- (b) The membership fees are to be paid in advance of the financial year. If a member is in arrears in payment of its fee, the membership is suspended within three months after the beginning of the financial year; after three months the membership is terminated.
- (c) The year immediately after completion of the UNITECH year, members are exempt from the payment of membership fees.