

# INTERNATIONAL MUMS AND KIDS CLUB OF ZUG CONSTITUTION

## 1. Name

The name of this club shall be International Mums and Kids Club of Zug („IMKC“).

## 2. Purpose

IMKC is a non-profit making, social organisation whose purpose is to support and lead activities for English speaking families with young children.

## 3. Members

Membership in IMKC is open to any parent with a child or children under the age of 5, who is able to communicate in conversational English.

### 3.1. There are two types of members:

- i. Active Member: an active member is one who has paid the active membership subscription. Such a member is entitled to have access to the private IMKC Facebook group and to participate in the activities of the IMKC at no additional charge (except where the Round Table has decided that an additional charge must be levied in order to fund a particular activity);
- ii. Passive Member: a passive member is one who has paid the passive membership subscription. Such a member is entitled to have access to the private IMKC Facebook group and participate in the activities of the IMKC but is required to pay a charge each time the member participates in an IMKC activity. The amount of the charge is decided by the Round Table.

### 3.2. Members are asked to notify the Secretary in writing in the event of their resignation. Subscription payments are not refundable. Membership ends upon resignation, death of the member, or permanent departure from Switzerland. Membership may be revoked at the discretion of the Round Table if the behaviour of a member is considered to be detrimental to the interest of IMKC.

### 3.3. The amount due for active and passive membership subscriptions will be decided annually by the Round Table, and members will be notified in September of each year. The membership year runs from 1<sup>st</sup> September to 31<sup>st</sup> August.

### 3.4. A member who has not paid the subscription within eight weeks of it becoming due will cease to be a member of IMKC until such time as the subscription has been paid in full.

### 3.5. A member must act in accordance with the constitution of IMKC.

## 4. The Governing Committee („Round Table“)

### 4.1. IMKC is governed by a committee of members („Round Table“) consisting of the following officers:

- i. President
- ii. Treasurer



- iii. Secretary
- iv. Group Leader from each activity funded by the IMKC for the current year
- v. Events coordinator

- 4.2. The President, Treasurer, and Secretary shall be elected for the period of 1 year at the Annual Round Table meeting. At the end of that period they shall be eligible for re-election.
- 4.3. If any officer of the Round Table is unable to complete the 1-year term of office, a replacement may be co-opted at the discretion of the Round Table to complete the term of office.

## **5. Appointment or Election of Round Table Members**

- 5.1. Any active or passive member is eligible to serve on the Round Table.
- 5.2. To be a Group Leader of an activity funded by IMKC, the member must regularly attend the relevant activity and have the support of the majority of the members who attend the relevant activity. The members of the relevant activity shall decide how to select their Group Leader. Every funded activity shall have a Group Leader on the Round Table in order to be eligible for funding by the IMKC. A member may act as Group Leader for more than one funded activity.
- 5.3. The Events Coordinator coordinates the yearly IMKC events and activities. For each event members are invited to help the Events Coordinator to organise the event. If the Events Coordinator does not have enough volunteers to help organise the event, the specific event will not be funded by IMKC.
- 5.4. The President, Treasurer and Secretary are each elected by the Round Table every year. Members are invited to nominate suitable candidates for each of the offices listed in the IMKC newsletter preceding the Annual Round Table meeting. The proposals shall be made in writing to the Secretary. All nominations shall be listed in the newsletter. All members, including Round Table members, are eligible to make nominations.
- 5.5. Having obtained the prior consent of any nominees to hold office, the Secretary will then prepare a list of candidates, which shall be submitted to the Round Table at least two weeks prior to the Annual Round Table meeting.
- 5.6. At the Annual Round Table meeting, the Round Table members will automatically approve the appointment of nominees for the office in which there is only one candidate. Where there are two or more candidates for any office, the Round Table members shall vote in respect of each candidate by show of hands. No Round Table member may vote in respect of an office for which the member is himself a candidate. In the event of the deadlock, the President shall cast the deciding vote, except where the President is a candidate for that office. In this case, the Secretary shall cast the deciding vote. Candidates may attend the Annual Round Table meeting and address the Round Table members.

## **6. Round Table Officers**

- 6.1. The President is responsible for overseeing the management of the IMKC. The President chairs Round Table meetings and shall ensure that all meetings comply with the constitution. The President and the Secretary are jointly responsible for the preparation and timely circulation of the minutes and agendas of all Round Table meetings and circulation of the IMKC calendar and news.
- 6.2. The Treasurer is responsible for all financial matters of the IMKC and prepares the annual budget.



- 6.3. The Secretary is responsible for maintaining the IMKC membership records, organising annual membership renewal, and encouraging the recruitment of new members.
- 6.4. The Group Leaders of the funded activities are responsible for organisation of the activity and for reporting to the Round Table in respect of their activity. Each Group Leader of a funded activity is responsible for notifying the Round Table in the event that the number of members supporting the relevant activity drops for more than four Consecutive active sessions below the minimum number set each year by the Round Table.
- 6.5. If any officer is unable or unwilling to carry out the responsibilities of the office to which appointed, the Round Table may by a simple majority vote at a Round Table meeting relieve the officer of his charge and appoint a replacement.

## **7. Meetings of the Round Table**

- 7.1. Round Table meetings are held at least once every three months.
- 7.2. Each Round Table meeting shall address the following items of general business:
  - i. Review and approval of the minutes for the previous Round Table meetings;
  - ii. Reports from each of the Activity Group Leaders, Events Coordinator and from the Secretary;
  - iii. Consider and approve the preparation of the relevant quarterly calendar of the IMKC events;
  - iv. Reports from the Treasurer on the IMKC finances;
  - v. Any other business that may require the consideration of the Round Table
- 7.3. At the Round Table meeting prior to the start of the financial year, the following additional business shall be addressed:
  - I. Election or approval of new IMKC officers;
  - II. Review and approval of the proposed budget for the next financial year;
  - III. Review and approval of the subscription fees for the next financial year;
  - IV. Determination of the minimum number of members necessary to support an IMKC activity.
- 7.4. Notice of each upcoming Round Table meeting shall be provided to all members in writing immediately preceding the meeting.
- 7.5. The Quorum for a Round Table Meeting shall be four Round Table members present.
- 7.6. The Round Table may create committees as the need arises. Such committees shall report to the Round Table.
- 7.7. The agenda for each Round Table meeting shall be circulated at least one day prior to the meeting. The minutes of any meeting, including full Round Table Meetings and committee meetings, must be circulated within four weeks of the close of the relevant meeting.
- 7.8. Decisions at meetings shall be taken by means of a show of hands. The President as chairperson of the meeting shall count the "Ayes" and the "Noes". A simple majority will carry a resolution. In the event of a deadlock, the President shall cast the deciding vote.
- 7.9. The President shall ensure that all Round Table meetings are carried out in an orderly and fair manner.
- 7.10. Members who are not part of the Round Table may attend Round Table meetings, but may not address or vote at the meetings. Any member may request a copy of the minutes of a Round Table meeting.



## **8. Extraordinary Round Table Meetings**

- 8.1. In the event that an issue arises which in the opinion of the President, Treasurer or Secretary requires the immediate consideration of the Round Table, then the President, Treasurer or Secretary may call an extraordinary Round Table meeting.
- 8.2. Round Table meetings shall be given at least 24 hours notice prior to an extraordinary Round Table meeting. Failure to notify a Round Table member shall not invalidate any decisions taken at the extraordinary Round Table meeting. Notice may be given by any means considered appropriate by the President, Treasurer or Secretary.
- 8.3. The quorum for an extraordinary Round Table meeting shall be five members Round Table members present. The requirement to circulate an agenda under 7.7 shall not apply to extraordinary Round Table meetings; however, details of the reason for calling the extraordinary Round Table meeting shall be provided in the notice. Decisions shall be taken by a simple majority vote. Minutes of the extraordinary Round Table meeting shall be circulated to all Round Table members within four weeks of the close of the meeting.

## **9. General Meetings of Members**

- 9.1. There shall be no Annual General Meeting of members.
- 9.2. An extraordinary General Meeting of members may be called at any time at the request of the majority of the Round Table, or upon receipt by the President or Secretary of a petition signed by at least ten active or passive members. Such a petition must state the reason for the calling of the extraordinary General Meeting and the business to be transacted at such meeting.
- 9.3. The Secretary or President shall send notice of the extraordinary General Meeting to all members at least four weeks prior to the date of the meeting. The notice shall include an agenda of the meeting. If vote is to be taken on constitutional matters, details of the proposal(s) must be sent to the members. Where a meeting has been called at the request of the members, details of the reason for calling the meeting shall also be sent to all members.
- 9.4. The President shall chair the extraordinary General Meeting.
- 9.5. The quorum for the extraordinary General Meeting shall be a minimum of 15 percent of the IMKC membership.
- 9.6. Voting at an extraordinary General Meeting shall be by show of hands. A simple majority of votes will carry a resolution. In the event of a deadlock, the President shall cast the deciding vote.
- 9.7. The minutes of an extraordinary General Meeting shall be circulated to all members with a newsletter immediately following the meeting. In the event that there will not be a quarterly newsletter within six weeks of the close of the extraordinary meeting, the minutes shall be circulated independently of the newsletter, but in any event within four weeks of the close of the meeting.
- 9.8. The General Meeting of members is the highest authority of the IMKC and its decisions shall be binding.



## **10. Approval of the Constitution**

- 10.1. Upon approval by a simple majority of the Round Table members, a draft of this constitution shall be proposed to the membership for comments or objections. The Round Table shall circulate the proposed draft of the constitution to the membership within 4 weeks of approving the draft.
- 10.2. IMKC members shall have 10 days from the date on which the draft is circulated within which to comment or register an objection to the proposed draft (the "Objection Period"). The date of circulation shall be considered to be the date on which the constitution is posted. The comment or objection shall be provided in writing to the Secretary.
- 10.3. If 20 percent or less of the current membership registers an objection to the constitution in the form described in 10.2, the proposed constitution shall be considered approved, ratified and binding on all existing and future members as at the expiry date of the Objection Period.
- 10.4. If more than 20 percent of the current membership registers an objection to the constitution in the form described in 10.2, the proposed constitution shall be considered defeated, and the Round Table shall have to propose a new draft to the membership.

## **11. Amendments to the Constitution**

- 11.1. Suggestions for amendments to this constitution shall be made in writing to the Secretary, who will present these suggestions at the next Round Table meeting immediately following receipt of the suggestion. Amendments must be signed by at least three IMKC members in good standing.
- 11.2. Upon approval of the proposal by a simple majority of the Round Table member, a draft of the amendment shall be presented to the membership for comments or objections. The Round Table shall circulate the proposed amendment to the membership within 4 weeks of approving the draft.
- 11.3. IMKC members shall have 28 days from the date on which the draft is circulated within which to comment or register an objection to the proposed amendment (the "Objection Period"). The date of circulation shall be considered to be the date on which the amendment is posted. The comment or objection shall be provided in writing to the Secretary.
- 11.4. If 20 percent or less of the current membership registers an objection to the amendment in the form described in 10.2, the proposed amendment shall be considered approved, ratified and binding on all existing and future members as at the expiry date of the Objection Period.
- 11.5. If more than 20 percent of the current membership registers an objection to the amendment in the form described in 10.2, the proposed amendment shall be considered defeated.

## **12. Signatory Powers and Finance**

- 12.1. Any contract for goods and services with a value of more than CHF 1'000.00 shall require the joint signature of the President together with the Treasurer or Secretary. Either the President or Treasurer may sign any contract for goods and services with a value of CHF 1'000.00 or less.
- 12.2. The Financial Year shall run from 1<sup>st</sup> September to 31<sup>st</sup> August.
- 12.3. All expenses require the approval of the Treasurer. Expenses incurred on behalf of the IMKC shall not exceed the annual amounts budgeted unless jointly authorised by the President or the



Treasurer. Any expenses that may exceed the annual amounts budgeted by 10 percent or more require the prior approval of the Round Table.

- 12.4. Claims for repayment of expenses incurred on behalf of the IMKC and that fulfil the approvals in 12.3. must be supported by a receipt. When a receipt is not available, the expense shall be presented together with a signed explanatory statement.
- 12.5. The liability of any individual member of the IMKC shall be limited to the amount of the member's subscription. Individual IMKC members shall not be liable for the debts, obligations or liabilities of the IMKC except as provided by Cantonal or Federal law.
- 12.6. An audit shall not be conducted nor an auditor appointed unless the Round Table by a vote more than two-thirds majority considers such appointment to be necessary for the proper accounting of its activities, or if the members vote for such appointment by more than a two-thirds majority at a General Meeting.

### 13. Dissolution

- 13.1. The IMKC may be dissolved upon approval of a resolution by a two-thirds majority vote of Round Table members at a Round Table meeting.
- 13.2. In the event of dissolution of the IMKC, any balances remaining in the accounts of the IMKC and any funds within its control shall be used to satisfy any and all outstanding obligations and liabilities of the IMKC.
- 13.3. Any funds remaining after settlement of IMKC obligations and liabilities shall be distributed to one or more accredited charities. The beneficiary charity or charities shall be designated by the Round Table at the meeting at which the dissolution of the IMKC is approved.

### 14. Miscellaneous

- 14.1. In respect of all matters not expressly regulated by this constitution, the relevant provision(s) of the Swiss Civil Code shall apply.
- 14.2. This Constitution supersedes all previous Constitutions.

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Date approved by Round Table for Circulation: 15.01.2018

Date Objection Period Expires: 18.02.2018

Date in force: 19.02.2018



The President

Jennifer Coleman



The Secretary

KARIS JOHNSON