

## ALUMNI ASSOCIATION OF THE GRADUATE INSTITUTE (AAID)

### BY-LAWS

#### Section 1: Name and purpose

##### Article 1 **Name**

Pursuant to articles 60 and following of the Swiss Civil Code, the Alumni Association of the Graduate Institute of International and Development Studies, is an association established by combining alumni from the former Graduate Institute of International Studies, the former Graduate Institute of Development studies and as from 2008 those from the Graduate Institute of International and Development Studies.

##### Article 2 **Purpose**

With a view to fostering international friendship, the objectives of the association are to:

- a) Maintain and to reinforce links between alumni
- b) Represent the interests of alumni vis-à-vis the management of the Institute
- c) Contribute to disseminating the reputation of the Institute.

The activities of the Association fall into the wider purpose of supporting the Institute in its general policy and activities, be these academic, linked to students, networking or resource mobilization.

##### Article 3 **Activities of the Association**

- a) The activities of the Association and in particular those of its Committee are carried out mainly with respect to the development, discussion and review of an Action Plan jointly established by its Committee and the Management of the Institute. The Action Plan is implemented by the Institute and is periodically subject to joint review.
- b) The Association maintains the right to undertake its own initiatives.

##### Article 4 **Domicile and lifespan**

- a) The domicile of the Association is Geneva.
- b) The lifespan of the association is unlimited.
- c) The annual activity calendar starts on 1st January and ends on 31st December of the same year.

\*In these by-laws, the masculine applies to both genders

#### Section 2: Representation, safeguard of interests and responsibility

#### **Article 5 Representation and safeguard of interests**

a) The Association is legally represented with respect to third parties by its President, Vice-President and Treasurer, each with joint dual signature.

b) The Association is entitled to defend the interests of its members by all legal means against any threat to their persona in connection with their membership of the Association. The Institute may join in such initiatives.

#### **Article 6 Responsibility**

Commitments made according to these by-laws, in the name of the Association do not bind the individual responsibility of its members.

### **Section 3: Members**

#### **Article 7 Definition of Member**

a) Any Alumnus who has not lost his membership according to article 10a is, unless otherwise stated by him, a member of the Association. In this respect and unless he otherwise states, he is listed in the registry of members.

b) Is considered to be an Alumnus: any individual who is in possession of an academic titles conferred by the Graduate Institute, the Institute of International Studies or the Institute of Development Studies and any individual not in possession of a degree or similar from one or other of these three entities but who has followed a course for a semester or more.

#### **Article 8 Right of vote and eligibility**

Any Alumnus who is a member according to article 6 has the right to vote at the General Assembly and to hold an elected position within the Association.

The right to vote is exercised at the General Assembly, by proxy, by correspondence or electronic means.

#### **Article 9 Right to information and documentation**

a) All members have the right to free receipt of invitations, announcements and other documentation issued by the Association and/or the Office of Alumni Affairs of the Institute.

b) The personal data of alumni is contained in the registry available to members of the Association and managed by the Alumni Office (see article 20d). An alumnus may deny publication of his personal data in this registry. In line with the Federal law on data protection, the contents of the registry may not be used for any purpose not explicitly set out in these by-laws. Commercial use of this data by a member or a third party is prohibited by law.

#### **Article 10 Honorary membership**

Upon the proposal of the Committee, the General Assembly may confer the title of « Honorary member » upon a third party.

#### **Article 11 Loss of membership status**

- a) Membership is lost through death, resignation or expulsion.
- b) The Committee may decide to expel a member for behavior prejudicial to the interests of the Association. The member must be heard by the Committee before any decision is taken. This will be notified to him in writing together with an outline of the argumentation. A decision to expel a member may be appealed to the General Assembly within 30 days of it having been notified. The decision of the General Assembly is taken by a simple majority of those present and is final, subject to the provisions of Article 75 of the Swiss Civil Code.
- c) The Committee may also decide to reinstate a member.

#### **Article 12 National Chapters**

- a) Members of the Association may, in a single or a group of countries, establish a chapter of the Association with the purpose of promoting the objectives of the Association (Article 2), as long as they remain members of the latter and regularly provide information about their activities.
- b) A chapter must be recognized by the Committee. This recognition may be withdrawn by the Committee if the actions of the chapter depart from the legal purpose of the Association.
- c) Chapters may align themselves with other Swiss and foreign university alumni associations whose origins and purpose are close to those of the Association, subject to the prior consent of the Committee.

### **Section 4: Organization**

#### **A) The General Assembly**

##### **Article 13 Powers**

- a) The General Assembly holds supreme power in the Association.
- b) It decides all matters that are not within the competence of other bodies of the Association.

##### **Article 14 Convening**

- a) Members are convened to an annual ordinary General Assembly at least once a year.
- b) Members are also convened to an extraordinary General Assembly as often as the Committee deems necessary and in any situation when it is requested in writing and signed by 100 members.

- c) The convening of any General Assembly must be communicated at least 20 days prior to the date on which it will be held. The convening will include the agenda of the meeting.
- d) The convening is decided by the President or the Vice-President and communicated in the name of the Committee by the Bureau of Alumni Affairs to the members as defined in article 8.
- e) In case of long term inability or lengthy lack of action by the President to call a General Assembly, the responsibility falls upon the Vice-President and failing him to other members of the Committee.

If required the auditor may also convene a General Assembly for the purposes of presenting his report.

#### **Article 15 Authorization of the Assembly**

The General Assembly is considered to be quorate whatever the number of members present.

#### **Article 16 Presidency**

The General Assembly is presided over by the President of the Association, by a Vice-President or by a member of the Committee.

#### **Article 17 Powers**

- a) The annual ordinary General Assembly has the indefeasible right to:
  - receive the reports of the Committee, the Treasurer and the auditor;
  - vote in favor of or refuse to discharge the Committee for its management;
  - elect the President of the Association, the Committee and the other bodies;
  - decide modifications to the By-Laws or the dissolving of the Association.
- b) The General Assembly may only decide on those items on the agenda and approved at the beginning of the session.
- c) Individual proposals for submission to the General Assembly must be communicated in writing to the Committee before the end of the activity calendar, for inclusion on the agenda.

#### **Article 18 Decisions**

- a) Upon the proposal of the President, the Assembly nominates at its opening session three tellers who will guarantee that proper voting procedures are followed.
- b) In general voting is done by a show of hands. Voting by correspondence is permitted. Voting by secret ballot is only allowed upon the proposal of five members present or represented.
- c) Elections are held by secret ballot for candidacies sent in advance together with the date and the agenda of the Assembly.
- d) Voting by proxy with signature is permitted. A proxy is valid for all items on the agenda and cannot be limited. No member may hold more than five proxies.
- e) The Committee may organize voting by internet.

- f) The decisions of the General Assembly are taken by a simple majority of those voting with the exception of decisions relative to the amendment of the by-laws or the termination of the Association, which require two thirds of those present and voting.
- g) In the case of multiple candidacies for the post of President, voting shall be by secret ballot.
- h) In case of a tie in votes, the President of the Assembly shall cast the deciding vote.
- i) Committee members do not take part in the vote on their discharge.

#### **Article 19 Minutes**

- a) Minutes are taken for every General Assembly, both ordinary and extraordinary.
- b) Decisions of the General Assembly are communicated no more than two months after they have been taken, to the members of the Association as set out in Article 8.

#### **B) The Committee**

##### **Article 20 Powers**

- a) The Committee manages the affairs of the Association in accordance with article 2 above, and represents the Association with respect to third parties according to article 4 above.
- b) The Committee manages the funds of the Association and decides how resources are to be applied.
- c) The Committee works in a voluntary capacity and has no call upon the wealth of the Association.

##### **Article 21 Composition**

- a) The Association is presided over by a President elected by the General Assembly.
- b) The Committee is composed of 8 members including the President, Vice-President and treasurer, who must all be members of the Association.
- c) In order to reflect the international nature of the Association the Committee shall endeavor to be composed of half non-Swiss residents. The General Assembly and the Committee shall also aim for balanced representation between continents and genders.
- d) The Committee may co-opt in a consultative capacity a representative of the management of the Institute, a representative of the Foundation Council of the Institute, a representative of the Students association, as well as any person entitled to provide advice.
- e) The person in charge of the Bureau of Alumni Affairs of the Institute acts as the secretary of the Association and the Committee, without voting rights.

##### **Article 22 Election of Committee members and term of office**

- a) The members of the Committee are elected by the general Assembly for a period of 4 years. The first Committee elected according to these by-laws, composed of 8 members shall include 4 members whose term of office shall be no more than two years.
- b) The Committee encourages and gathers candidates in consultation with the Chapters. According to received candidacies, it is responsible for drawing up one or several lists in accordance with these bylaws and to submit it/them to the General Assembly for its vote.
- c) The Committee shall renew half of its members every two years. This turnover concerns the four members whose mandate will have expired. A member whose term of office has been completed may be re-elected once for a further period of 4 years.
- d) In case the term of office of one or more members of the Committee shall have ended in the course of time or by resignation in-between two General Assemblies or without a General Assembly having in due time renewed the vacant positions, the remaining members of the Committee may co-opt members of the Association to the vacant positions. They must in any case continue to expedite the affairs of the Association until the next General Assembly which the Committee should convene as soon as possible in particular for the purpose of elections and confirmation of the members of the Committee.
- e) In the case the resignation or incapacity of the President, he shall be replaced by the Vice-President.

#### **Article 23 Organization**

- a) The Committee shall, at its first session, elect the Vice-President and the Treasurer. It decides its mode of operation and attribution of individual responsibilities. These decisions are communicated to the members.
- b) The President, Vice-President and Treasurer each have joint dual signatures.
- c) The responsibilities of President and Treasurer may not be held simultaneously by the same person.
- d) The decisions of the Committee are taken by a majority of the members present. In case of a tie the President of the session shall have a casting vote. In the case of an emergency, decisions may be taken by telephone, fax or email. They must be confirmed at the following session of the Committee.
- e) The Committee shall meet at least once a year at the time of its meeting with the management of the Institute and the General Assembly. Other meetings are held as and when a majority of its members so request. Minutes shall be kept of Committee meetings.

#### **C) The Auditor of accounts**

#### **Article 24 Nomination**

The Auditor and his substitute are elected by the General Assembly from among the members of the Association. Their term of office is three years. This ends at the General Assembly to which their last report is submitted. They may be re-elected once.

## **Section 5: Means**

### **Article 25 Resources**

The resources of the Association come from donations, legacies, revenue from its assets, billable services and others sources.

### **Article 26 Voluntary contributions**

Members are invited to make a voluntary contribution upon which their membership does not depend. These funds go towards covering operating costs of the Association as well as events (lectures, debates, alumni reunions). They may also be put at the disposal of the Institute in the form of scholarships which shall bear the name of the Association and by managed by the Institute.

### **Article 27 Cooperation**

Members take part voluntarily in the activities of the Association.

## **Section 6: Relations with the Institute**

### **Article 28 Contractual and institutional relations**

- a) Relations with the Institute are set down in a convention approved by the Director of the Institute and the Committee of the Association who consult each other regularly and meet at least once a year.
- b) The President or the Vice-President of the Committee represents the Association, upon invitation at meetings of the Foundation Council of the Institute.

## **Section 7: Dissolution**

### **Article 29 The decision**

Dissolving the Association or its merger with another association may only be decided by a two thirds majority of those members present and voting at a General Assembly. Proxy votes are not allowed. The agenda must clearly mention the subject and be distributed at least two months beforehand.

### **Article 30 Implementing the dissolution**

The dissolving, liquidation or merger with another association shall be managed by the Committee, unless otherwise decided by the General Assembly.

#### **Article 31 Distribution of assets**

The net product of the dissolution, as well as the archives shall be handed over to the Graduate Institute of International and Development Studies, or to one of its programs or projects.

### **Section 8: Legal base, procedure and language**

#### **Article 32 Legal base and language**

a) All disputes that may arise between members of the Association during its lifetime or during its liquidation process shall be exclusively handled by the courts of Geneva.

b) The official language of the Association is French, however English may be used at any time either orally or in writing. These by-laws are translated into English but only the French version is legally binding.

### **Section 9: Transitory measures**

#### **Article 33 Date of entry into force**

These by-laws enter into force within 30 days following the General Assembly that shall have adopted them.

Geneva, 10<sup>th</sup> December 2010

Last change, 27<sup>th</sup> June 2014 (article 14, a)