



## **Articles of Association**

### **1. Name and domicile**

Under the name of Swiss-African Business Circle (henceforth referred to as SABC) exists an association with legal capacity in terms of Art. 60 ff, Swiss Civil Code. Domicile and jurisdiction are located in Geneva.

### **2. Purpose**

The Swiss-African Business Circle brings together Swiss and European businesses which are active in Africa or will become active in the imminent future, as well as African businesses with a link to Switzerland. The association's geographical focus is primarily but not exclusively the countries of Sub-Saharan Africa. It offers a platform to its members for the exchange of experience and information through e.g. the organisation of events in Switzerland and Africa and the organisation of business trips to Africa. The association keeps its members informed about developments, projects, tenders and opportunities on the African continent through own publications and by answering requests. Furthermore, the SABC represents the interests of its members towards the Swiss public authorities and other organisations engaged in Swiss-African affairs. The SABC is not involved itself in business projects and does not participate in the financing of industrial and commercial projects. For the purpose of better representing the interests of its members, the SABC can open branch offices in Africa. It can furthermore engage in strategic partnerships with other organisations in Switzerland, other European countries and Africa.

The official languages of the association are French and English. In case of doubt, the French language shall prevail.

### **3. Financial resources**

In order to fulfil its purpose, the SABC disposes of annual membership fees. The level of membership fees is fixed on an annual basis by the General Assembly.

### **4. Membership**

Accepted as member with voting right are natural and legal persons who support the purpose of the association. The following membership categories are available:

- Private companies and profit-oriented organisations
- Individuals with business activities in Africa
- Not-for-profit organisations and associations
- Honorary members

Requests for admission have to be addressed to the executive management who submits them to the Admission Committee; the latter decides and informs the Board and the General Assembly.

## **5. Extinction of membership**

Membership becomes invalid

- by the leaving, exclusion or death of a physical person
- by the leaving, exclusion or dissolution of a legal person
- if the member no longer fulfils the admission criteria

## **6. Leave and exclusion**

Any termination of membership must be communicated in writing to the Board. The resigning member continues to pay the membership fee during the year the resignation occurs.

A member can be excluded by the association at any given time without indication of reasons. The Board decides on exclusion; the member has the right to appeal against the decision before the General Assembly.

## **7. Organisation**

The institutions of the SABC are:

- a) the General Assembly
- b) the Board
- c) the Auditors
- d) the Admission Committee

## **8. General Assembly**

The General Assembly is the supreme institution within the association. It convenes annually during the first half of the year.

The members are invited in writing at least four weeks before the date of the General Assembly. The invitation must be accompanied by the agenda.

The General Assembly is responsible for :

- a) election of the President, the members of the Board and the Auditors
- b) adoption and amendments of the articles of association
- c) approval of the annual accounts and the Auditor's report
- d) approval of the annual report of the Board
- e) approval of the annual budget
- f) determining the annual membership fees
- g) examination of exclusion appeals
- h) dissolution of the association



Every member has one vote at the General Assembly; decisions are taken with a simple majority of the members present and eligible to vote.

## **9. Board**

The Board consists of at least four members. It is elected by the General Assembly, but the distribution of tasks among its members is related to their competence. Each member of the Board is elected for a term of three years and is re-eligible.

The Board directs the activities of the association. It meets at the discretion and invitation of the President. The Board represents the association towards third parties and the public at large.

The Board's responsibilities include :

- a) to take the appropriate measures in order to reach the objectives fixed by the association
- b) to convene the ordinary and extraordinary General Assemblies
- c) to ensure the adherence to the articles of association
- d) to administer the goods of the association
- e) to appoint the Executive Management
- f) to recommend a member of the Board as President to the General Assembly
- g) to appoint the Admission Committee

The members of the Board and of the Admission Committee act without compensation and may claim only reimbursement for their out-of-pocket expenses and their travel costs. Any meeting attendance fees may not exceed those paid for official functions. For activities in excess of their normal duties, each member of the Board or of Admission Committee may receive an appropriate reimbursement.

## **10. Auditors**

The General Assembly elects every year an auditor, responsible for reviewing the annual accounts and executing spot tests at least once a year. The auditor is re-eligible. The auditor can be member of the association, but can also be recruited from outside the association. It must not be member of the Board.

## **11. Admission Committee**

The Admission Committee consists of three members of the Board. The Committee establishes the list of admission criteria of new members. It receives admission requests from the Executive Management, evaluates the requests according to the membership criteria and decides.

## **12. Executive (operational) management**

The Board appoints an executive management body (natural or legal person). It is responsible for the administrative and operational management of the association. The director and the employees of the executive management body can but do not have to be members of the association.

The paid employees shall attend meetings of SABC's institutions in a purely advisory function.



**13. Signature**

The association is legally bound by the collective signature of the President and one other member of the Board.

**14. Liability**

The association’s assets are solely liable for SABC obligations. Individual members are precluded from personal liability for association obligations.

**15. Amendments to articles of association**

Amendments to the articles of association require a two-third majority of the General Assembly. The request to amend the articles of association must have been included in the agenda.

**16. Dissolution of the association**

The dissolution of the association can only be decided on request by the Board or by a majority of members with voting right during an extraordinary Assembly convened for this purpose only. The dissolution decision requires a two-third majority of the present members with voting right.

In the case of dissolution, the assets of the association will be bestowed on another association pursuing similar objectives. In no event can the assets be rendered to the association’s members for their own private use.

In the event of liquidation, after payment of debts and winding-up expenses, SABC’s assets shall be entirely transferred to an institution with a similar public interest purpose and which is tax exempt. The assets shall in case not be distributed to the founders nor to the members, nor be disposed, in part or all, to their benefit in any manner whatsoever.

**17. Entering into force**


These articles of association have been adopted on the occasion of the General Assembly on 28 November 2012 and enter into force immediately.

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Place and date : Geneva, 28 November 2012

For the Swiss-African Business Circle

  
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President

  
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Member of the Board