



BY-LAWS
Revised February 10, 2017

These updated and revised By-Laws of the Swiss Club Toronto were compiled and written by Sascha Frassini, President of the Swiss Club Toronto.

All prior revisions have been incorporated in this version dated the 10th of February 2017. See Schedule B of the By-Laws for details of revisions.

CHAPTER 1 • GENERAL PROVISION

- Art. 1 The name of the organization is SWISS CLUB TORONTO, incorporated under the Laws of the Province of Ontario, with its head office in the City of Toronto, Ontario.
- Art. 2 The object of the club is to further the cultural and social life within the Swiss community, to cultivate and maintain Swiss customs and traditions, to engage in various sports and recreational activities, and to foster understanding between our neighbours and our community.
- Art. 3 The club is a non-profit organization and is non-political and non-denominational.
- Art. 4 The fiscal year is to coincide with the calendar year.
- Art. 5 Books of record shall be kept in English.
- Art. 6 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the corporation.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

- Art. 1 There are three kinds of membership:
 - a) Honorary, voting members
 - b) Life-time voting members
 - c) Active voting members

The membership shall consist of the applicants for the incorporation of the corporation and such other individuals, as are admitted to membership by the Board of Directors. Family membership shall consist of husband and wife, each having one vote, and their dependent children up to 21 years of age, living in the same household. Such dependent children shall have no voting privileges.

- Art. 2 Proposal for honorary membership must be submitted in writing to the Board of Directors at least thirty days prior to the Annual General Meeting. Such proposals, to be submitted to the Annual General Meeting, require a simple majority of the Board of Directors. A two-third majority of voting members present at the Annual General Meeting is required for acceptance. The foregoing procedure shall equally apply to proposals for life-time membership. Eligible for life-time membership shall be active members who have been members in good standing for a total of no less than thirty years.
The Swiss Ambassador in Ottawa is to be invited to be an honorary member of the Club.
- Art. 3 Eligible for active, voting membership are all persons of Swiss descent and other Nationals, who are of good repute and character, provided non-Swiss membership does not exceed at any time 20% of the total voting membership.
- Art. 4 The membership of active members whose behaviour is contrary to the interests of the Club may be suspended temporarily or in severe cases cancelled by a two-thirds majority of the Board of Directors. Such action must be ratified by the next following Annual General Meeting. Similarly honorary and life-time memberships may be suspended or cancelled by the Annual General Meeting upon recommendation of the Board of Directors.
- Art. 5 Members may resign by resignation in writing which shall be effective upon acceptance by the Board of Directors.
- Art. 6 Membership dues in effect shall be collected for the calendar year. New members only joining the Club after August 1st of each year shall pay half the yearly dues for the remainder of the calendar year. Any change in membership dues proposed by the Board of Directors shall be approved by a majority of members at the Annual General Meeting. Membership dues for the current year not paid by June 30th will result in cancellation of membership.
- Art. 7 Honorary, life-time and active members of the immediately preceding calendar year shall be eligible to vote at the Annual General Meeting. Honorary, life-time and active members of the current year shall be eligible to vote at special meetings of which notice has been mailed at least ten days prior to such meeting.
- Art. 8 Voting at the Annual General Meeting or at Special General Meetings shall be in person or by fully qualified proxies. Such proxies, duly signed by a voting member, must be in the form of proxy attached to By-Law No 2 as Schedule “A”. The nominee must be a voting member of the Corporation. No voting member of the Swiss Club Toronto shall represent and execute more than two proxies issued in his name at any ordinary — or extraordinary General Annual Meeting. All proxies must be signed and carry the name of the nominee. In order to be valid, proxies must be in possession of the Swiss Club Toronto before noon the day before the General Annual Meeting, for their approval.
- Art. 9 The Annual General Meeting is to be held in the month of April of each year, at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine.
- Art. 10 **PROCEDURE OF ANNUAL GENERAL MEETINGS**
- a) Reading of minutes of last General Meeting.
 - b) President report

- c) Treasurer report of the preceding year and report of the Auditor to be submitted at the meeting and approved by the Membership.
 - d) Finance commission report
 - e) Amendments to the by-laws. Notice of any amendment to the by-laws shall be given to the members in writing at least thirty days prior to the meeting. Amendments to the by-laws shall require a two-thirds majority by the members voting in person or by proxy as defined in Art. 8.
 - f) Election of Directors, Officers and Finance Commissioners and appointment of the Auditor.
 - g) Motions and general business. A simple majority of members voting in person or by proxy as defined in Art. 8, is required.
- Art. 11 The Board of Directors, or the President or Vice-President shall have the power to call a General Meeting of members on ten days notice sent by prepaid mail to last address recorded on the books of the Corporation.
- Art. 12 A quorum at any General Meeting of members shall consist of not less than 20 voting members present in person excluding Directors.
- Art. 13 The members may by resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director, Officer or Finance Commissioner before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his/her term.

CHAPTER 3 • BOARD OF DIRECTORS

- Art.1 The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer, Director of Entertainment, Editor of newsletter, Membership Chairperson and such other officers as are created from time to time, and the Chairman of each section as elected by the members of such sections; provided that the number of directors shall be a minimum of eleven and each shall be a member of the corporation.
- Art. 2 Candidates for any office of the Board of Directors must have been members of the Club for at least one full calendar year prior to their election, except for the President for whom a membership for at least two calendar years is required. The President of the Club must be of Swiss origin.
- Art. 3 All Directors and officers, except the chairman of each section, shall be elected by the Annual General Meeting for a two year term.
- The immediate Past President shall automatically become ex-officio member of the Board of Directors for a term of two years.
- Art. 4 No member of the Board of Directors shall gain any personal or financial advantage by virtue of his honorary office.
- Art. 5 A nominating committee may be appointed by the Board of Directors three months prior to the Annual General Meeting for the purpose of preparing a nomination list to be mailed to the membership prior to such meeting.

- Art. 6 The editor of the newsletter may, after any meeting, report thereon unless a majority of the members of the Board of Directors present by vote request that none of the proceedings of such meeting be published. Board of Directors announcements and bulletins shall take priority over other news items in the newsletter. Advertisements are only to be accepted if financially benefiting the Club.
- Art. 7 Six members of the Board of Directors shall constitute a quorum. Questions shall be decided by a majority of votes cast. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.
- Art. 8 The Board of Directors shall have the power to appoint a successor for any officer or Director who is unable to fulfill his term of office until the next following General Annual Meeting. Should a vacancy in the presidency occur during a regular term, the Vice-President shall automatically succeed into the presidency for the unexpired portion of the term.
- Art. 9 The Representative of the Swiss Government for our area is ex-officio honorary President of the Club.
- Art. 10 Members of the Board of Directors are exempt from paying any club membership dues during their term of office.
- Art. 11 The Board of Directors shall have the authority to disperse surpluses derived from the club activities for the benefit of the sections of for the club as a whole. Such surplus may be kept in the club's current account, transferred to a savings account or may be used for the purchase of securities or other investments, always provided that such surplus remains under the sole jurisdiction of the Board of Directors and/or the Annual General Meeting.
- Art. 12 All documents including bank documents required to be executed by the Corporation shall be signed by the President, Vice-President and Treasurer, or any two of them, and the seal of the Corporation shall be affixed to such instruments as require the same.
- Art. 13 The Directors may, in any one calendar year up to a limit of \$10,000.00 (ten thousand)
- a) borrow money on the credit of the Corporation, or
 - b) issue, sell or pledge securities of the Corporation, or
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

CHAPTER 4 • CLUB SECTIONS

- Art. 1 Specific interest groups within the club shall be at liberty to form sections with the approval of the Board of Directors. Such sections shall be headed by a chairman and such other section committee members as may be required.
- Art. 2 Sections may charge section dues to cover direct operating expenses.
- Art. 3 Non-members may be admitted as guests to all section activities three times only.
- Art. 4 Yearly grants shall be distributed to the sections at the sole discretion of the Board of Directors. Budgets supporting requests for such grants shall be submitted by the section chairman to the first Board Meeting following the Annual General Meeting.
- Art. 5 If deemed to be beneficial, sections may be governed by rules and regulations as approved by their own membership and by the Board of Directors. Such rules and regulations shall not be contrary to the club constitution.
- Art. 6 Financial statements of each section must be submitted to the club's treasurer not later than January 31st of each year.
- Art. 7 No section of the club shall be a legal entity.

CHAPTER 5 • FINANCE COMMISSION

- Art. 1 Funds including interest thereon earmarked for the purpose of purchasing an interest in investments shall be entrusted to the Finance Commission.
- Art. 2 The Finance Commission shall be composed of seven members. The President of the Club shall automatically become a member of the Commission. The remaining six members shall be elected by the Annual General Meeting for a three year term.
- Art. 3 Candidates for the Finance Commission must have been members of the club for at least two full calendar years prior to their election.
- Art. 4 No member of the Finance Commission shall gain any personal or financial advantage by virtue of his honorary office.
- Art. 5 The commissioners shall elect a chairman among their members to hold office for one year. The President of the club can not be elected as chairman of the Commission.
- Art. 6 Five members of the Commission shall constitute a quorum.
- Art. 7 The commissioners shall actively seek and investigate investments suitable for the Club.
- Art. 8 The Finance Commission is authorized to acquire investments on behalf of the Swiss Club, Toronto. The total price of such investments is not to exceed 75% of the Corporation's (Club's) tangible net worth — which shall be based on the latest published Balance Sheet. Such purchase must however be approved by five of the seven Finance Commissioners. All Commissioners must cast a vote "Yes" or "No". No Commissioner shall abstain from voting.
- Art. 9 The approval of real estate investments must be obtained at such General Meeting by at least 75% of votes cast, including proxies as defined in CHAPTER 2, Art. 9.
- Art. 10 Should a vacancy occur in the Finance commission during a regular term of office, the Board of Directors shall propose candidates. The first candidate to obtain a two-

third majority of the remaining commissioners shall become a member of the Commission until the next following Annual General Meeting.

CHAPTER 6 • DISSOLUTION

Art. 1 The club may be dissolved by a two-third majority of the members present at a special meeting called for the express purpose of dissolution. Notice of such meeting must be given by registered mail sent to the last known address of each member at least 30 days prior to such meeting. Proxies shall not be allowed at such meeting.

Art. 2 At the time of dissolution all club funds shall be placed in a trust fund to be called SWISS CLUB TORONTO FUNDS. Such fund shall be administered by the New Helvetic Society in Bern. The capital of such fund with interest shall be distributed to Swiss citizens in Canada in need, as the New Helvetic Society in its unlimited discretion may from time to time decide.

Passed by the Members and the Board of Directors this 28th day of February 2014

Sascha Frassini, President

Marianne Mian-Krenger, Vice-President

SWISS CLUB TORONTO

Schedule “A” to By-Laws

PROXY

The undersigned voting member of the SWISS CLUB TORONTO hereby nominates, constitutes

and appoints, _____

or him/her failing, _____

as proxy of the undersigned to attend the Annual General Meeting of the Corporation to be held on the _____ day of _____

and any adjournment or adjournments thereof and to vote and otherwise act thereat for and on behalf and in the name of the undersigned in respect of all matters that may come before the meeting in the same manner as the undersigned could do if personally present thereat, the undersigned hereby ratifying and confirming and agreeing to ratify and confirm all that such proxy may lawfully do by virtue hereof.

Dated this _____ day of _____

Signature of voting member _____

Print name of voting member _____

Schedule B to By-Laws

List of Amendments

**Approved by the members and the board of directors:
AGM 2009 – February 20, 2009**

Amendment: René Wälti read out the proposed amendment to the Swiss Club By-Laws. Under Chapter 3, Board of Directors, Article 1, add the following sentence to the end:

“The immediate Past President shall automatically become ex-officio member of the Board of Directors for a term of two years.”

This change is proposed to help ensure a smooth transition between the incoming and outgoing presidents.

Motion: Urs Dörig moved to accept the amendment. Albert Kehrli seconded. All accepted.

CHAPTER 3 • BOARD OF DIRECTORS

Art. 3 All Directors and officers, except the chairman of each section, shall be elected by the Annual General Meeting for a two year term.

The immediate Past President shall automatically become ex-officio member of the Board of Directors for a term of two years.

**Approved by the members and the board of directors:
AGM 2012 – February 24, 2012**

CHAPTER 3 • BOARD OF DIRECTORS

Eliminate the position of 2nd Vice-President.

Reason: The Club is no longer what it used to be 30 years ago. The position of 2nd V-P is without portfolio or responsibilities, and therefore there is no need for it. This will affect Chapter 3, Art. 1 (change 2 Vice-Presidents to Vice-President) and Art. 8 (change 1st Vice-Presidents to Vice-President).

CHAPTER 3 • BOARD OF DIRECTORS

Art.1 The Board of Directors shall consist of: President, Vice-President, Secretary, Treasurer, Director of Entertainment, Editor of newsletter, Membership Chairperson and such other officers as are created from time to time, and the Chairman of each section as elected by the members of such sections; provided that the number of directors shall be a minimum of eleven and each shall be a member of the corporation.

Art. 8 The Board of Directors shall have the power to appoint a successor for any officer or Director who is unable to fulfill his term of office until the next following General Annual Meeting. Should a vacancy in the presidency occur during a regular term, the Vice-President shall automatically succeed into the presidency for the unexpired portion of the term.

CHAPTER 5 • FINANCE COMMISSION

Remove the provision “The chairman shall be rotated yearly.”

Reason: This was never followed in the past and it is highly impractical, as it does not allow for any continuity in managing the funds of the Club.

CHANGE FROM

Art. 5 The commissioners shall elect a chairman among their members to hold office for one year. The chairman shall be rotated yearly. The President of the club can not be elected as chairman of the Commission.

TO:

Art. 5 The commissioners shall elect a chairman among their members to hold office for one year. The President of the club can not be elected as chairman of the Commission.

Approved by the board of directors and to be approved by the members at the AGM on February 28, 2014.

CHAPTER 1 • GENERAL PROVISION

Change of wording for Head Office

Reason: The term Metropolitan Toronto is not used anymore

CHANGE FROM

Art.1 The name of the organization is SWISS CLUB TORONTO, incorporated under the Laws of the Province of Ontario, with its head office in the Municipality of Metropolitan Toronto, County of York.

TO:

Art. 1 The name of the organization is SWISS CLUB TORONTO, incorporated under the Laws of the Province of Ontario, with its head office in the City of Toronto, Ontario.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

Elimination of Passive and Associate Memberships

Reason: Passive and Associate Memberships are deemed to be unnecessary as they have no benefits and no voting privileges.

CHANGE FROM

Art. 1 There are five kinds of membership:

- a) Honorary, voting members
- b) Life-time voting members
- c) Active voting members
- d) Passive, non-voting members
- e) Associate, non-voting members

The membership shall consist of the applicants for the incorporation of the corporation and such other individuals, as are admitted to membership by the Board of Directors. Family membership shall consist of husband and wife, each having one vote, and their dependent children up to 21 years of age, living in the same household. Such dependent children shall have no voting privileges.

TO:

Art. 1 There are three kinds of membership:

- a) Honorary, voting members
- b) Life-time voting members
- c) Active voting members

The membership shall consist of the applicants for the incorporation of the corporation and such other individuals, as are admitted to membership by the Board of Directors. Family membership shall consist of husband and wife, each

having one vote, and their dependent children up to 21 years of age, living in the same household. Such dependent children shall have no voting privileges.

ELIMINATION OF

Art. 4

Art. 4A

All other Articles will be renumbered accordingly

CHANGE FROM

Art. 5 The membership of active and passive members whose behaviour is contrary to the interests of the Club may be suspended temporarily or in severe cases cancelled by a two-thirds majority of the Board of Directors. Such action must be ratified by the next following Annual General Meeting. Similarly honorary and life-time memberships may be suspended or cancelled by the Annual General Meeting upon recommendation of the Board of Directors.

TO:

Art. 4 The membership of active members whose behaviour is contrary to the interests of the Club may be suspended temporarily or in severe cases cancelled by a two-thirds majority of the Board of Directors. Such action must be ratified by the next following Annual General Meeting. Similarly honorary and life-time memberships may be suspended or cancelled by the Annual General Meeting upon recommendation of the Board of Directors.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

Change of Membership Due Date

Reason: Extension of date before unpaid memberships will be cancelled

CHANGE FROM

Art. 7 Membership dues in effect shall be collected for the calendar year. New members only joining the Club after August 1st of each year shall pay half the yearly dues for the remainder of the calendar year. Any change in membership dues proposed by the Board of Directors shall be approved by a majority of members at the Annual General Meeting. Membership dues for the current year not paid by March 31st. will result in cancellation of membership.

TO:

Art. 6 Membership dues in effect shall be collected for the calendar year. New members only joining the Club after August 1st of each year shall pay half the yearly dues for the remainder of the calendar year. Any change in membership dues proposed by the Board of Directors shall be approved by a majority of members at the Annual General Meeting. Membership dues for the current year not paid by June 30th will result in cancellation of membership.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

Some other wording changes

Reason: Wording changes as part of full review of By-Laws

CHANGE FROM

- Art. 11 PROCEDURE OF ANNUAL GENERAL MEETINGS
- a) Reading of minutes of last General Meeting.
 - b) President report
 - c) Treasurer report of the preceding year and report of the Auditor to be read and approved by the Membership.
 - d) Finance commission report
 - e) Amendments to the constitution. Notice of any amendment to the constitution shall be given to the members in writing at least thirty days prior to the meeting. Amendments to the constitution shall require a two-thirds majority by the members voting in person or by proxy as defined in Art.9.
 - f) Election of Directors, Officers, Finance Commissioners and at least one Auditor.
 - g) Motions and general business. A simple majority of members voting in person or by proxy as defined in Art. 9, is required.

TO:

- Art. 10 PROCEDURE OF ANNUAL GENERAL MEETINGS
- a) Reading of minutes of last General Meeting.
 - b) President report
 - c) Treasurer report of the preceding year and report of the Auditor to be submitted at the meeting and approved by the Membership.
 - d) Finance commission report
 - e) Amendments to the by-laws. Notice of any amendment to the by-laws shall be given to the members in writing at least thirty days prior to the meeting. Amendments to the by-laws shall require a two-thirds majority by the members voting in person or by proxy as defined in Art. 8.
 - f) Election of Directors, Officers and Finance Commissioners and appointment of the Auditor.
 - g) Motions and general business. A simple majority of members voting in person or by proxy as defined in Art. 8, is required.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

Elimination of 1st Vice President

Reason: With the elimination of 2nd VP two years ago, the 1st VP naturally became just Vice President

CHANGE FROM

Art. 12 The Board of Directors, or the President or 1st.Vice-President shall have the power to call a General Meeting of members on ten days notice sent by prepaid mail to last address recorded on the books of the Corporation.

TO:

Art. 11 The Board of Directors, or the President or Vice-President shall have the power to call a General Meeting of members on ten days notice sent by prepaid mail to last address recorded on the books of the Corporation.

CHAPTER 3 • BOARD OF DIRECTORS

Change of wording to make it gender neutral

Reason: Change of wording to make it gender neutral

CHANGE FROM

Art. 6 The editor of the newsletter may, after any meeting in his discretion, report thereon unless a majority of the members of the Board of Directors present by vote request him not to publish any of the proceedings of such meeting. Board of Directors announcements and bulletins shall take priority over other news items in the newsletter. Advertisements are only to be accepted if financially benefiting the Club.

TO:

Art. 6 The editor of the newsletter may, after any meeting, report thereon unless a majority of the members of the Board of Directors present by vote request that none of the proceedings of such meeting be published. Board of Directors announcements and bulletins shall take priority over other news items in the newsletter. Advertisements are only to be accepted if financially benefiting the Club.

CHAPTER 3 • BOARD OF DIRECTORS

Change of wording due to closing of Swiss Consulate

Reason: Due to the closing of the Swiss Consulate in Toronto, the wording has to be changed

CHANGE FROM

Art. 9 The Swiss Consul General in Toronto is ex-officio honorary President of the Club.

TO:

Art. 9 The Representative of the Swiss Government for our area is ex-officio honorary President of the Club.

CHAPTER 3 • BOARD OF DIRECTORS

Elimination of 1st Vice President

Reason: With the elimination of 2nd VP two years ago, the 1st VP naturally became just Vice President

CHANGE FROM

Art. 12 All documents including bank documents required to be executed by the Corporation shall be signed by the President, 1st.Vice-President and Treasurer, or any two of them, and the seal of the Corporation shall be affixed to such instruments as require the same.

TO:

Art. 12 All documents including bank documents required to be executed by the Corporation shall be signed by the President, Vice-President and Treasurer, or any two of them, and the seal of the Corporation shall be affixed to such instruments as require the same.

CHAPTER 4 • CLUB SECTIONS

Change of due date for section financial statements

Reason: The deadline for submitting the section financial statements to the Treasurer is changed to January 31st

CHANGE FROM

Art. 6 Financial statements of each section must be submitted to the club's treasurer not later than January 20 of each year.

TO:

Art. 6 Financial statements of each section must be submitted to the club's treasurer not later than January 31 of each year.

Approved by the board of directors and the members at the AGM on February 10, 2017.

CHAPTER 2 • MEMBERSHIP AND GENERAL MEETING

Change Date of the Annual General Meeting

Reason: As there is no real reason why the AGM has to be held specifically in February and the weather situation could be bad that month on the day of the AGM, the time of when the AGM is to be held is extended to end of April instead of a specific month.

CHANGE FROM

Art. 9 The Annual General Meeting is to be held in the month of February of each year, at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine.

TO:

Art. 9 The Annual General Meeting is to be held in the month of April of each year, at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine..