

TOUCH SWITZERLAND

ARTICLES OF ASSOCIATION

1. NAME, LEGAL FORM, OFFICE AND LANGUAGE OF TOUCH SWITZERLAND

- a) The name of the Association is **Touch Switzerland** (TS).
- b) **TS** is a non-governmental, Swiss association with a non-profit-making purpose of Swiss Interest, following the Swiss Civil Code.
- c) The registered office of **TS** is in Switzerland.
- d) English is the official language of **TS**. All Official communications and Regulations will be English. If they are translated into another language, the English version will always prevail.
- e) This Constitution strives to reflect the Objects of FIT and conform to the Constitution of FIT, subject always to the Swiss Civil Code.

2. PURPOSES

TS purposes are to advance public participation in sport by:

- a) Providing the opportunity for Members to play and enjoy;
- b) Attaining excellence in the Touch support network to develop the sport;
- c) Making Switzerland competitive in international Touch;
- d) Acting as an international representative body for its members;
- e) Coordinating selection for national representation and logistics at tournaments.

3. STRUCTURE OF TS

- a) The official organisational structure of TS includes the following bodies, each with separately defined powers and duties:
 - 1. The Executive Committee is composed by individuals who hold elected or appointed positions but have no voting power
 - 2. The Board is composed by one representative from each affiliated club. Each representative has voting power (one vote) as long as there is not conflict of interest and one individual cannot represent more than one club at meetings.
- b) The Committee may appoint individuals to roles as they see fit.

4. POSITIONS WITHIN THE EXECUTIVE COMMITTEE:

The Executive Committee consists of, but is not limited to the following positions. The Board may add positions or individuals from time to time as they see fit.

- a) International Tournament Coordinator:
 - o Organizes and directs the organizing sub-committee for big international tournaments (usually one per year)
 - o Ensures timely nominations and responsible for all relevant administrative tasks are completed.
 - o The contact person for FIT and touch Europe regarding international tournaments
 - o Works with Communication coordinator to ensure all tournament details are adequately communicated to all related parties.
- b) Communications Coordinator
 - o External and internal Communication on events, tournaments, etc
 - o Manages twitter, Facebook, and some web content

- c) Webmaster
 - Website updates and content
- d) Referees Coordinator:
 - Touch Europe requires a person in each country who is the central contact for any referee related communication.
 - Arranges refs courses
- e) Domestic Support:
 - Organizes Coaching courses
 - General Club support
 - Managing Swiss Cup dates

5. BOARD VOTING POWER

- a) The Board is composed of one representative from each Club and votes on:
 - Adoption or changes to any TS policy
 - Sets dates for AGM
 - Adoption or changes to TS Articles of association
 - Admitting new members
 - Participation in international tournaments
 - ✓ Which tournaments
 - ✓ Which teams
 - ✓ Coaches
 - ✓ Selectors

6. AFFILIATION

- a) Any organisation or person wishing to affiliate with **TS** shall submit a membership application form, available on the website. Required information shall consist of: their own Articles of Association, name of the club, contact details, and place of domicile.
- b) The Committee may, at their discretion, refuse to admit any organisation or person to membership. Application for membership is open to all and no applications will be refused on other than reasonable grounds. There will be no discrimination on grounds of race, occupation, sex, sexual orientation or religious, political or other opinion.
- c) The Committee shall meet, either in person or by other means of communication, within 14 days of receipt of an application to affiliate to make a decision, to be communicated to the applicant within 7 days after it has been reached.
- d) The annual subscription (if any) and fees payable by Members to the Association shall be determined by the Committee and may vary from time to time. The Committee shall also determine the timing and manner of payment.
- e) Members whose subscriptions and/or fees have not been paid and received by the date set by **TS** Committee shall not be entitled to receive any of the benefits, advantages, privileges and services of membership unless otherwise approved in writing by the Committee.
- f) Any Affiliated Touch Competition Organiser, Associate Member or Restricted Member shall cease to be a Member of **TS** if:
 1. A resolution to wind up that organisation is passed; or
 2. The organisation or person notifies the Company in writing of their resignation as a Member; or
 3. The organisation or person fails to meet financial or other obligations to **TS** by a date notified in writing by the Committee Member
- g) Subject to the Swiss law in particular confidentiality considerations, data protection and privacy laws, the Register may be used to further the Purposes, in such manner as the Committee considers appropriate.

7. MEETINGS OF THE EXECUTIVE COMMITTEE

- a) The Committee shall meet as often as is deemed necessary in every calendar year. A Committee Member may at any time convene a meeting of the Committee within reasonable time. The Association shall hold a general meeting in every calendar year as its Annual General Meeting (AGM) at a date and place agreed

by the Committee and shall specify the meeting as such in the notice provided. No AGM shall be held more than 15 months after the last preceding AGM.

- b) A Committee meeting may be held where one or more of the Committee Members is not physically present at the meeting, providing means of communications (e.g. skype) are set up and notice of the meeting is given per usual.
- c) Notice in writing of at least 28 days shall be given of every AGM and 14 days for every other general meeting. Such notice shall specify the place, the day and the time of the meeting accompanied by the agenda, resolutions and all relevant papers, including for the AGM an annual report and the statement of accounts and balance sheet.
- d) The Committee may convene a special general meeting at any time; an SGM shall be called if at least 20% of the members call for one.

8. QUORUM

- a) At Committee Meetings the number of Committee Members whose presence is required (either in person or via other accepted means see section 7b) to constitute a quorum is fifty per cent (50%) of Committee Members in office at any point in time.

9. PROCEDURE OF MEETINGS:

- a) The secretary will take the minutes
- b) Resolutions may be tabled to achieve the purposes.
- c) A Committee Member and Board member must declare his/her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall not be present in the discussions of such matters and is not entitled to vote on matters where he/she has a conflict. A conflict of interest is an issue/circumstance in which an individual could be considered by any third party to be anything other than impartial or free from bias.
- d) A resolution put to the vote of a general meeting must be decided in a show of hands unless a poll is duly demanded in accordance with these articles. Every resolution is decided by a majority of votes cast.
- e) Each Board member shall be entitled to one (1) vote.
- f) Resolutions require a simple majority to pass.
- g) In case of need, each club representative member will have a yearly casting vote (order starts in alphabetic order of the name of the club).

10. ALTERATION OF CONSTITUTION

- a) This Constitution shall not be altered except by Special Resolution, which shall require 66% of the votes.

11. FINANCE

- a) Income and property of the Association shall consist of a small fee received by members and shall cover the cost for FIT membership, operational cost (like website) and if deemed necessary, a public liability insurance.
- b) The income and property of **TS** shall be applied solely towards the promotion of the Purposes.
- c) Two members shall share responsibility for the accounts.
- d) A bank account shall be maintained in the name of **TS** and **TS** funds must be deposited in this account. If funds are collected in cash, they must be deposited as soon as reasonably possible.
- e) The financial year of the association shall run from 1st Jan to 31st Dec.

12. INDEMNITY

- a) Every Committee Member and Member of **TS** will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or Member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

- b) The Club shall indemnify its Committee Members and Members against all damages and losses (including legal costs) for which any such Committee Member or Member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
1. In the case of a Committee Member, performed or made while acting on behalf of and with the authority, expressed or implied, of **TS**; or
 2. In the case of an employee, performed or made in the course of, and within the scope of, their employment by **TS**.