



The Jamaica Association in Switzerland

A Non-profit Organisation, Est. 2005

By-laws

By-laws.....	4
Introduction:	4
Article I - Offices.....	4
Article II - Purposes	4
Article III - Membership	5
1. Qualifications For Membership.....	5
2. Membership Meetings	6
3. Special Meetings.....	7
4. Fixing Record Date	7
5. Action by Members without a Meeting.....	7
6. Proxies	7
7. Order of Business	7
8. Membership Dues.....	7
Article IV - Directors.....	8
1. Management of the Association.....	8
2. Numbers, Election and Terms of Directors.....	8
3. Increase or Decrease in Number of Directors	9
4. Vacancies	9
5. Removal of Directors	9
6. Resignation.....	9
7. Quorum of Directors.....	10
8. Action of the Board.....	10
9. Place and Time of Board Meetings.....	10
10. Regular Annual Meeting	10
11 Notice of Meetings of the Board, Adjournment.....	10
12. Chairman	10
13. Executive and other Committees	10
Article V - Officers.....	11
1. Offices, Election & Term	11
2. President.....	11
3. Vice-President	11
4. Treasurer	12
5. Secretary	12
6. Sureties and Bonds.....	12
Article VI - Seal	12

Article VII - Amendments	12
Article VIII - Removal of Officers.....	12
Article IX - Filling Unexpired Terms of Officers and Directors.....	13
Article X - Disbursements.....	13
Article XI – Non-profit/Tax-Exempt Status of the Association.....	13
Section 1. Grant To Other Associations.....	13
Section 2. Funds	14
Section 3. Dissolution.....	14
Appendix A - Standing Committees and their Function	15
Section 1 Appointment of Chairmen of Standing Committees	15
Section 2 Committee on Finance and Charity	15
Section 3 Other Standing Committees.....	15
Section 4 - Membership to other Standing Committees	15
Section 5 - Membership and helping hands Committee	15
Section 6 - Fund-raising and Promotion Committee	16
Section 7 - Other Committees	16
Section 8 Board approval for Decisions of Committees.....	16

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By-laws

Introduction:

The Jamaica Association in Switzerland is a non-profit organisation governed by the present Articles of Association and, for all matters not covered by the Articles, by Articles 60 to 79 of the Swiss Civil Code.

The By-laws can only be changed by a majority vote of the membership of the Association.

Article I - Offices

The Organisation's registered office is located in Geneva, Switzerland. The Association may also have offices at such other places within or without this City as the Board may from time to time determine or the business of the Association may require. The Organisation's life shall be of unlimited duration.

Article II - Purposes

The purposes for which this Association has been organised are as follows:

- (A) To be the focal point of the Jamaican community resident in Switzerland by providing support including networking opportunities, educational and social activities, as well as assistance for newly arriving Jamaican residents.
- (B) To promote the people, culture and environment of Jamaica and to enhance its image as a worthy tourist destination.
- (C) To engage in fund-raising activities to obtain the means to assist charitable entities in Jamaica, and, in particular, an educational institution in each of the 14 parishes.
- (D) To contribute to the cultural diversity of the Swiss Society in close cooperation with appropriate Federal and Cantonal Authorities where necessary and/or appropriate and similar cultural Associations and to facilitate cultural exchanges between Switzerland and Jamaica.

Article III - Membership

1. Qualifications For Membership

Section 1: Classes of Membership

There shall be three (3) classes of membership

- (a) Full
- (b) Associate
- (c) Honorary

Section 2: Full Members

(a) Each Jamaican and immediate family [over 16 years] may become Full Members by enrolling or causing to be enrolled, pursuant to these By-laws.

Section 3: Associate Members

(a) Any person having resident status in Switzerland, and who is not eligible to become a Full Member as provided in Section 2(a) hereof may become an Associate Member by enrolling or causing to be enrolled, pursuant to these By-laws.

Section 4: Honorary Members

The Board of Directors may, from time to time, elect persons Honorary Members of the Association, who are not otherwise eligible to become Full Members or Associate Members.

Section 5: Membership Procedure

Any person meeting the requirements of this Article shall become a Full or Associate Member, by submitting an application to the Secretary of the Association, together with dues for the year in which the application for membership is made. Dues shall be paid in accordance with a dues schedule as adopted from time to time by the Board of Directors.

Section 7. Membership Rights and Privileges

Full members in good standing ("good standing" shall mean currently paid-up dues for at least thirty (30) days prior to any date on which the status of membership shall be in question) shall be eligible to hold office, and vote on all matters submitted to the membership, except as provided herein.

Associate and Honorary members shall be ineligible to hold office or vote on matters submitted to the membership.

Section 7. Termination of Membership

Membership to the Association shall terminate: (i) upon the death of a member; (ii) by written resignation notified to the Association at least one month before the end of the fiscal year; (iii) based on cause, expulsion of the member through a majority decision of the members or by

decision of the Board of Directors; (iv) without cause, only by majority vote by the members of the Association. The following constitute cause for termination of membership:

(a) No person may continue to be a Member if not in good standing after nine (9) months of the start of a fiscal year. Such a person can only be reinstated as a member upon payment of all outstanding fees and after the subsequent annual meeting has occurred.

(b) A Member, even if in good standing, shall be considered to have redeemed membership after being absent for more than three (3) consecutive meetings of the Association. Such a member shall be reinstated upon attendance of a subsequent meeting of the Association and upon acceptance by the Board of Directors of a written explanation on the reason for absence.

Section 8. Chapter Groups

Chapters: Members of the Association who reside in any city, community or region outside of the wider Geneva area may organize a local chapter which shall, upon approval of the Board of Directors of its application, become a Chapter of the Association.

Requirements and Conditions: The Board of Directors shall determine the requirements for admission of Chapter Groups. The Board of Directors may from time to time impose such conditions and provide such financial assistance to all such Chapter Groups as it shall determine to be in the best interest of the Association.

2. Membership Meetings

Section 1. Annual Meeting

The annual membership meeting of the Association shall be held in June of each year on the date and time agreed at the previous General Assembly and place set by the Board of Directors. In the event of postponements, the directors shall fix a date not more than five (5) weeks from the date fixed by these By-laws.

Section 2. Quorum

The presence at any membership meeting of not less than 20% per cent of Full Members in good standing shall constitute a quorum, and shall be necessary to conduct the business of the Association. At Board meetings, not less than four (4) Directors must be present to constitute a quorum for a Board meeting.

Section 3. Voting Eligibility

Each Full Member in good standing shall be entitled to vote at membership meetings.

Section 4. Voting List

The Secretary, in conjunction with the Treasurer, shall prepare and have available at every Annual or Special meeting, a list of the members qualified to vote at such meetings, or optionally, a list of members not qualified to vote.

Section 5. Fiscal Year

The Fiscal Year of the Association shall be June 1 to May 31 unless changed by the Board of Directors.

Section 6. Robert's Rules of Order

All meetings shall be conducted pursuant to Robert's Rules of Order.

3. Special Meetings

Special Meetings shall be called by the President or on the written request of not less than fifteen (15) active members in good standing, stating the object of such meetings. The Secretary's written notice of Special Meetings to Members shall clearly indicate the object of such meetings.

4. Fixing Record Date

For the purpose of determining the members entitled to notice of, or to vote, at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the Record Date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, or more than fifty (50) days prior to any other action.

5. Action by Members without a Meeting

Whenever members are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorise another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. Order of Business

The order of business at all meetings of members shall be as follows:

- (a) Roll Call
- (b) Reading of the minutes of the preceding meeting
- (c) Reports of Committees
- (d) Reports of officers
- (e) Old and unfinished business
- (f) New Business
- (g) Good and welfare
- (h) Adjournment

8. Membership Dues

Dues shall be paid in accordance with a dues schedule as adopted, from time to time, by the Board of Directors. The Board of Directors shall have the authority to pass upon an application for refund in any case where a member becomes ineligible.

Article IV - Directors

1. Management of the Association

Section 1. Powers of the Board of Directors

The Board of Directors shall have the power to do and perform all acts to further the basic objectives for which the Association was formed. It shall have the power to establish committees not otherwise provided for in these By-laws, with such powers and duties as it may prescribe.

Section 2. Meeting Dates

The Board of Directors shall hold at least six (6) regular meetings each year, with the last meeting held within four (4) weeks of the Annual Meeting of the Association. At this last meeting, the agenda shall deal with matters reserved for the action and decision of members at the Annual Meeting.

Section 3. Special Meetings

Special Meetings of the Board of Directors shall be called by the President or upon the written request of not less than five (5) Directors. Such meetings shall consider only such business as shall be contained in the notice of the meeting.

Section 4. Robert's Rules of Order

All Board meetings shall be conducted pursuant to Robert's Rules of Order.

2. Numbers, Election and Terms of Directors

Section 1. Numbers

The number of elected Directors shall be decided by a vote of the membership at each Annual Meeting. The Board of Directors shall consist of the elected Directors who shall be elected by and from the active members of the Association plus the additional Directors provided for in Section 3 below.

Section 2. Election and Term of Directors

(a) The Directors shall be elected at each Annual Meeting. In addition, any vacancies in unexpired terms shall be filled.

(b) Each Director shall be elected for a term of two (2) years, except in the case of filling an unexpired term.

Section 3. Additional Directors

(a) All Officers of the Association shall be Directors during their respective terms of office.

Section 4. Elections

(c) Nomination by Members

Any three (3) active members in good standing may propose in a nomination over their own individual signatures, addressed to the Secretary, the names of nominees, with the written consent of each such nominee, for election to any of the offices or committees to be voted on at the Annual meeting, and such nomination shall be filed with the Secretary on or before May 31. The names of such candidates shall be printed on the ballot under the designation of the respective offices for which they have been severally nominated. The names of no nominee shall be duplicated on said ballot as a nominee for the same office without his consent.

(d) Nominations at Annual Meeting

If a full slate of candidates is not available to fill membership on the Board of Directors, nominations to fill such vacancies shall be accepted at the Annual Meeting from Full Members with endorsement by at least two other members.

3. Increase or Decrease in Number of Directors

The number of Directors may be increased or decreased by vote of the members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. Vacancies

The Board of Directors shall promptly fill all vacancies on the Board, and in all elective offices and committees, by appointment from among Full Members in good standing. Each such appointment shall be effective until the next annual election subject to the restrictions contained in Sub-section 2 of this Article.

5. Removal of Directors

Any or all of the Directors may be removed for cause by majority vote of the members or by majority action of the Board. Directors may be removed without cause only by vote of the members. The following constitutes mandatory removal from office:

(a) No Director may continue to hold office unless in good standing.

(b) A Director shall be deemed to have vacated his office after being absent for more than three (3) consecutive meetings of the Board of Directors upon the vote of a majority of the Board of Directors.

6. Resignation

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote. If there is a tie, the casting vote of the President shall be considered the deciding vote.

9. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Association or at such other places, as it may from time to time determine.

10. Regular Annual Meeting

A regular annual meeting of the Board shall be held immediately following the Annual Meeting of members at the place of such Annual Meeting of members.

11 Notice of Meetings of the Board, Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or wire. Special meetings shall be called by the President or Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting of the Directors.

12. Chairman

At all meetings of the Board of Directors, the President, or in his absence the Vice-President or in the absence of both, a Chairman chosen by the Board shall preside.

13. Executive and other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other Committees, each consisting of two (2) or more Directors. Each such committee shall serve at the pleasure of the Board. For details on committees, see Appendix A to these By-laws.

Article V - Officers

1. Offices, Election & Term

Section 1. Officers

The officers shall be a President, Vice-President, Secretary and Treasurer.

Section 2. Eligibility

(a) To be eligible for election as President, a nominee must have served on the Board of Directors for at least one (1) full year prior to the proposed date of election except for the first election of Officers to the Association.

(b) Officers shall be elected from among the members in good standing at the Annual Meeting. They should fulfill requirements of Article III, Qualifications For Membership.

Section 4. Removal And Resignation

Any Officer elected or appointed by the Board may be removed by the Board with cause. The following constitutes mandatory removal from office:

(a) No Officer may continue to hold office unless in good standing.

(b) An Officer shall be deemed to have vacated his office after being absent for more than three (3) consecutive meetings of the Board of Directors, upon the vote of a majority of the Board of Directors.

In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. President

The President shall be the Chief Executive Officer of the Association and Chairman of the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. The President shall have the general management of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall appoint the Chairman of all standing-committees and special committees. He shall, with the Treasurer or member appointed by the Board, sign all written contracts or other financial obligations of the Association authorised by the Board of Directors. The President shall promulgate the By-laws of the Association. The President shall make a full report of the administration of the office and the business of the Association to the entire membership at the Annual Meeting.

3. Vice-President

During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties, as the President and or the Board shall prescribe.

4. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in such bank or trust company as the directors may elect. The Treasurer shall, when duly authorised by the Board of Directors, sign and execute all contracts in the name of the Association, when countersigned by the President. The Treasurer shall also sign all cheques, drafts, notes and orders for the payment of money which shall be duly authorised by the Board of Directors and shall be countersigned by the President. The Treasurer shall at all reasonable times exhibit his books and accounts to any director or member of the Association upon application at the office of the Association during ordinary business hours. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the Association made by a committee appointed by the President, and shall present such audit in writing at the Annual Meeting of the members, at which time, shall also present an annual report setting forth in full, the financial conditions of the corporation.

5. Secretary

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. The Secretary shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorised by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Association, and shall have the charge of such books and papers as the Board of Directors may direct. The Secretary shall attend to such correspondence as may be assigned to him and perform all the duties incidental to his office. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and the time when they became members.

6. Sureties and Bonds

All officers shall be bonded by the Association. In addition, the Board shall have full power to require members of any or all committees to give a bond in favor of the Association. The face amount of such bond or bonds shall be determined by the Board of Directors.

Article VI - Seal

The seal of the Association shall be as determined by the Board of Directors.

Article VII - Amendments

(a) These By-laws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Association. Amendments must be proposed in writing to the Board of Directors as well as submitted thirty (30) days in advance to the entire membership before they are presented for approval.

(b) In voting on any article of amendment, each section shall be voted separately.

Article VIII Removal of Officers

(a) The Board of Directors shall have the right to suspend any Officer from his office for cause.

(b) The suspended Officer shall in seven (7) days after such action be given a statement in writing confirming the particulars for such action.

(c) On receiving such written statement, the suspended Officer shall turn over to the President or his designee, all records, documents, papers, etc., of the Association pertaining to his office.

(d) At the next regular or special meeting of the Association, the Members present will voice on the reasons for the suspension, after hearing from the suspended Officer and the President.

(e) The decision of the meeting shall govern all past proceedings.

Article IX - Filling Unexpired Terms of Officers and Directors

(a) In the event it becomes necessary to fill an office for an unexpired term of an Officer, such vacancy shall be filled by appointment of the Board of Directors. In such cases, the appointed Officer shall hold office for the unexpired term.

(b) In the event it becomes necessary to fill an office for an unexpired term of a Director, such vacancy shall be filled by appointment by the President. In such cases, the appointed Director shall hold office for the unexpired term.

Article X - Disbursements

(a) Disbursements shall have the approval of the majority of members present at a regular or special Board of Directors' meeting.

(b) All orders for disbursements shall be signed by the Treasurer and countersigned by the President or the Vice-President in the absence of the President, and all accompanying receipts from payments shall also bear the signatures of the aforementioned Directors. However, the Board of Directors may set up a Revolving Petty cash Fund not to exceed two hundred Swiss francs (CHF200.00) at any one time to be under the exclusive custody of the Treasurer for the payment of small expenditures, save that such disbursements shall be approved by the President.

Article XI – Non-profit/Tax-Exempt Status of the Association

Section 1. Grant To Other Associations

The Board of Directors shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorise payment of such funds to the approved grantee. The Board of Directors shall require that the grantee furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. After the Board of Directors has approved a grant to another organisation for a specific project or purpose, the Association may solicit funds for the grant to the specifically approved project or purpose of the other organisation. However, The Board of Directors shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

Section 2. Funds

(a) The funds of the Association shall comprise all subscriptions, donations, proceeds from functions/events held by the Association, and all fines and payments made in accordance with the Constitution or By-Laws for games, or the sale of refreshments, and for the rental and usage of the Association's property.

(b) Funds shall be made available for carrying on the Association in accordance with the Constitution.

(c) The funds of the Association shall be kept in such recognised Bank as is convenient, or invested in any manner approved by the Executive Committee and shall be withdrawn only on the signature of an Officer of the Association. Cheques of more than CHF500.00 drawn on the Bank Account of the Association shall require signatures from two Officers of the Association. Only Officers with Bank signing authority shall be eligible to sign cheques.

(d) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(e) Notwithstanding any other provisions of these articles, the Association is organised exclusively for Non-Profit Purposes, and shall not carry on any activities not permitted to be carried on by an Association designed for Non-Profit Purposes within Switzerland.

Section 3. Dissolution

In the event of dissolution of the Association, all remaining assets and property of the Association, after necessary expenses thereof, shall be distributed to the educational institutions in Jamaica already selected for assistance, or any such institution organised and operated exclusively for educational purposes that is registered under the Ministry of Education of Jamaica.

Appendix A - Standing Committees and their Function

Section 1 Appointment of Chairmen of Standing Committees

All Standing Committee chairmen shall be appointed by the President and shall report to the Board of Directors at such times as the Board of Directors may designate.

Section 2 Committee on Finance and Charity

The Board of Directors shall constitute the Committee on Finance and shall have supervision over the financial affairs of the Association subject to the limitation contained in Article X. All decisions of the Committee on Finance shall be by majority decision.

This Committee shall be responsible for recommending charitable entities in Jamaica, particularly educational institutions to be selected for support and the nature of such support given the anticipated funds to be raised by the Association in any given fiscal year. The Charity Committee's recommendations must gain the approval of the general membership before being implemented. Consequently the list of potential charities should be tabled at the General Assembly the year preceding the disbursement of grants. The Charity Committee shall operate within the specifications of Article XI of these By-laws.

Section 3 Other Standing Committees

The other Standing Committees shall be as follows:

- (a) Membership and Helping hands Committee
- (c) Fund-raising and Promotion Committee

Section 4 - Membership to other Standing Committees

Standing Committees shall be composed of at least three (3) members in addition to the Chairman. Committee members shall be selected by the Committee Chairman, and approved by the Board of Directors.

Section 5 - Membership and helping hands Committee

This Committee has the responsibility for the retention and enlargement of membership of the Association. This Committee shall also be responsible for developing systems to support Jamaicans arriving in Switzerland to allow for a smooth transition. Such proposals shall be presented to the Board of Directors for approval before action by the Committee. Nevertheless, the President shall have the privilege to review all applications made to this Committee and at his discretion, make separate application to the Board where deemed appropriate.

Section 6 - Fund-raising and Promotion Committee

This Committee shall examine, analyse and present to the Finance Committee (Board of Directors) viable fund-raising activities to be undertaken by the Association. Proposals shall be accompanied by a budget, data on cost effectiveness and shall conform to the overall policy of the Association. Additionally, the Fund-raising Committee shall be responsible for the implementation of such activities and shall, with the approval of the Board of Directors, co-opt other Members to undertake duties as required.

This Committee is also expected to promote the people, culture and beauty of Jamaica in Switzerland, intercultural exchanges between the two countries and enhance the image of Jamaica as a tourist destination.

Section 7 - Other Committees

The President may appoint such other special or temporary committees as he deems necessary with such duties as may be prescribed by him or by the Board of Directors.

Section 8 Board approval for Decisions of Committees

All committees' decisions or recommendations shall be subject to approval by the Board of Directors.