



# CONSTITUTION

(AMENDED DECEMBER 2020)



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

The name of the Association is **Touch Switzerland** (TS).

- a) **TS** is a non-governmental, Swiss association with a non-profit-making purpose of Swiss Interest, following the Swiss Civil Code.
- b) The registered office of **TS** is in Switzerland.
- c) 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.
- d) 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 Executive Committee and the Board may appoint individuals to roles as they see fit.

## **4. POSITIONS WITHIN THE EXECUTIVE COMMITTEE:**

The Executive Committee must consist of at least the following 3 officer positions:.

President

Secretary

Treasurer

Should any of the 3 officer positions become vacant, the remaining officers shall expeditiously call for a meeting of The Board to nominate and approve a replacement.

- a) The Executive Committee is responsible for the daily operation, representation, strategy and administration of the Association.
- b) The Executive committee will, at its discretion, define other roles necessary for the effective operation of TS and appoint suitable persons to fill these roles upon such terms and conditions as the Executive Committee shall see fit.



- c) The Executive Committee may delegate from time to time powers not otherwise specifically authorised by this constitution to members of the Executive Committee or Sub Committees, as it shall deem appropriate.

## **5. BOARD VOTING POWER**

- a) The Board is composed of one representative from each Club and votes on:
- The appointment and removal of individuals to the 3 officer positions
  - Approval of the annual accounts and annual budgets
  - Adoption or changes to any TS policy
  - Sets dates for AGM
  - Adoption or changes to TS constitution
  - Admitting new Members
  - Approving spending that is outside of the pre agreed budget
  - Participation in international tournaments
    - Which tournaments
    - Which teams
    - Coaches
    - Selectors

## **6. AFFILIATION**

- a) Any organisation wishing to affiliate with **TS** shall submit a membership application in such form as the Executive Committee may from time to time determine.
- b) The Board shall admit to Membership such organisations as it shall think fit and the Executive Committee may from time to time prescribe (and vary) criteria for 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. The Board may, at their discretion, refuse to admit any organisation to membership.
- c) Each Affiliate Member shall pay the annual affiliation fees, or subscriptions as determined by the Board.
- 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) Membership shall not be transferrable, and an Affiliate Member shall cease to be an Affiliate Member if:
- in the case of an association or organisation if it ceases to exist; or
  - if, by notice in writing to the Association, the Affiliate Member resigns;
  - if for good reason including, without limitation, the failure to pay fees or subscriptions as and when they fall due

## **7. GENERAL MEETINGS**

- a) 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 Board 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 general meeting may be held where one or more of the Board 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 proposed agenda. Resolutions and all relevant papers, including for the AGM an annual report and the statement of accounts and balance sheet, shall be provided at least 14 days before the general meeting.
- d) The Committee may convene a special general meeting at any time; an SGM shall be called if at least 20% of the Board call for one.

## **8. QUORUM**

- a) At AGM the number of Board Members whose presence is required (either in person or via other accepted means see section 7b) to constitute a quorum is sixty per cent (60%) of Board Members at any point in time.

## **9. PROCEDURE OF MEETINGS:**

- a) The secretary will take the minutes
- b) 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.
- c) 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.
- d) Each Board Member shall be entitled to one (1) vote.
- e) Resolutions require a simple majority to pass.
- f) In case of need, each Board Member will have a yearly casting vote.
- g) The order of business at the AGM shall include:
  - o To receive and consider the minutes of the previous AGM
  - o To receive and consider the minutes of any Special General Meetings held since the previous AGM
  - o To elect Officers of the Executive Committee
  - o To receive and consider the annual report and audited accounts of the Association
  - o To appoint an auditor if required
  - o To consider any proposed resolutions submitted including amendments to the Constitution and policy documents
  - o To consider any proposed changes to the Association structure

## **10. ALTERATION OF CONSTITUTION**

- a) No alternation to the Constitution of the Association may be made other than at an Annual or Special General Meeting.



## **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 and EFT memberships, 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) The Treasurer shall have responsibility for the accounts.
- d) All individual expenditures within the pre-agreed budget of over CHF 200 will be approved by the Treasurer and one of the other 2 officers. Individual expenditures under this limit can be approved by the Treasurer solely.
- e) Cumulative expenditure in excess of the pre-agreed budget requires approval of the TS Board
- f) 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.
- g) 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 willful 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**