



**Junior Enterprises**  
**Switzerland**

## Statutes

Junior Enterprises Switzerland

3rd of December 2020

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# I. General Statements

## Art. 1. Name

Junior Enterprises Switzerland is an association in the sense of Art. 60 ff. of the Swiss Civil Code.

## Art. 2. Purpose

The association is a non-political, non-religious, non-commercial organization.

## Art. 3. Seat

The seat of the association is Bern.

## Art. 4. Business year

1. In principle, the business year starts on the 1<sup>st</sup> of July and ends on the 30<sup>st</sup> of June.
2. In cases in which it is objectively not possible to respect the period of the first paragraph of art. 4, the business year may start later.

## Art. 5. Duration

The duration of the association is unlimited.

## Art. 6. Language of the statutes

1. The statutes of the association are written in English. They can be translated.

2. In case of any conflict of different versions, the English version shall prevail.

## **II. Goals, Means and Resources**

### **Art. 7. Goals**

1. The goals of the association are:

- a. To sustain the movement of Junior Enterprises in Switzerland;
- b. To foster relations and the collaboration between Junior Enterprises;
- c. To promote the concept of Junior Enterprises to enterprises, universities, schools, authorities and the general public in Switzerland;
- d. To maintain relations with foreign Junior Enterprise federations;
- e. To support and to help, if possible, the formation of new Junior Enterprises;
- f. To connect the different Junior Enterprises in Switzerland and establish the connection to Junior Enterprises Europe and Junior Enterprises Global.

### **Art. 8. Means**

1. The means of the association are in particular:

- a. The publishing of information in different kinds of media;
  - b. The organization of meetings, conferences, seminars, and trainings;
  - c. To produce documents for the Junior Enterprises;
2. The association can make use of any other means that help reach the goals.

### **Art. 9. Resources**

1. The association can draw, in particular, on the following resources:

- a. An annual membership fee according to the present Statutes;
- b. Activities organized according to the goals of the association;
- c. Potential donations, legacies or subsidies;
- d. Percentage of the price of a given project by Junior Enterprises Switzerland.

## III. Members

### Art. 10. Members

1. The Members of Junior Enterprises Switzerland are the Junior Enterprises seated in Switzerland which fulfill the membership conditions from art. 11 and 12 of the present Statutes.
2. Junior Enterprises are associations that consist of and are managed by students of swiss Universities or Institutions of higher education.
3. In order to reach their goals, they engage in projects and surveys for companies, institutions or individuals. Professionalism and quality- orientation are the basis of any Junior Enterprise activity.
4. Each Member benefits from the rights laid down in the present Statutes, notably to use the name and the label of Junior Enterprises Movement and to benefit from the services offered by Junior Enterprises Switzerland.

### Art. 11. Members' assignments, obligations and liability

1. Each Junior Enterprise safeguards and defends with diligence and fidelity the interest of Junior Enterprises Switzerland and the Junior Enterprises movement. They commit to and respect the principles of the association.
2. An affiliation fee is due for every Member and every business year. The fee is determined on the basis of the official document in this matter handed in by Junior Enterprises Switzerland to all swiss Junior Enterprises each year. The affiliation fee is due at latest until the end of each business year.
3. If the affiliation fee is not paid until the end of the business year, art. 17 of the present statutes may apply.

4. The association's assets alone shall meet the commitments entered into on its behalf. Any personal liability of its Members is excluded.

### **Art. 12. Conditions to become a Member**

1. An association that is considered as a Junior Initiative according to the present Statutes, can send a written application to Junior Enterprises Switzerland, the earlier two months after having the statute of Junior Initiative.

2. Junior Enterprises Switzerland may choose to impose additional conditions in a document that is communicated to the Junior Initiative.

3. The General Assembly (ordinary or extraordinary) would vote by a two thirds majority to admit or dismiss the application. In case of dismissal, the association loses its statute of Junior Initiative. If it wants to become a Junior Initiative again, it would have to follow the procedure of article 13.

### **Art. 13. Conditions to become a Junior Initiative**

1. To become a Junior Initiative, a group of persons from a single institution of swiss higher education (for instance University or Haute école) can send a written application Executive Board Member responsible for the enlargement. The application must contain:

- a. a business plan with a precise description of the tasks of each Member;
- b. prove that the project is viable;
- c. the project of creating an association;
- d. a document showing that the institution, in which the Junior Initiative would take place, would recognize the future association.

2. An association, that exist for at least two years and that is similar to a Junior Enterprise on the managing point of view, in which all its Members are from a single institution of swiss

higher education (University or Haute école) can send to Junior Enterprises Switzerland a written application containing:

- a. a motivation letter showing that it wants to join Junior Enterprises Switzerland and showing that their project is viable;
- b. a document showing that the institution, in which the Junior Initiative would take place, would recognize the future association.

3. In both cases, the Executive Board of Junior Enterprises Switzerland would decide by majority if the entity sending the application can join the movement as a Junior Initiative or not. If it is refused, the Executive Board explains its reasons. If the project is interesting enough, Junior Enterprises Switzerland would try to help to develop it as possible.

4. If conditions of paragraph 1 or 2 are not fulfilled, the Executive Board can exceptionally accept the request in a formal decision and lay down further conditions.

#### **Art. 14. Rights of a Junior Initiative**

1. A Junior Initiative can:

- a. use the terms “Junior Enterprise” in their name;
- b. be integrated to the network of Junior Enterprises Switzerland;
- c. have the support of Junior Enterprises Switzerland to develop the Junior Enterprise;
- d. participate in events of Junior Enterprises Switzerland. Places would be limited for them by Junior Enterprises Switzerland in each case;
- e. be exempted from the membership fee;
- f. be followed up by a Junior Enterprise, if one of them is in accordance with it. The scope of this collaboration would be set in each case between the interested associations.



## **Art. 15. Loss of Junior Initiative statute**

1. A Junior Initiative that does not respect a condition of the statute of Junior Initiative after its admission can be rejected by a majority decision of the Executive Board of Junior Enterprises Switzerland.
2. In the period of one year after obtaining the Statute of Junior Initiative, the association has to send the application to become a Junior Enterprise. After this period of one year, the association would lose its statute of Junior Initiative.
3. If a sole association abuses from its statute of Junior Initiative, Junior Enterprises Switzerland can decide to exclude this entity.

## **Art. 16. Resignation**

1. Each Member can leave the Movement at any time by sending a resignation letter or an e-mail to a Member of the Executive Board. The resignation takes effect from the moment the letter is received.
2. In that case the association loses all membership rights and obligations, effective immediately. This includes the:
  - a. loss of right to use the Junior Enterprises Label
  - b. loss of right to use the name Junior Enterprise;
  - c. loss of right to participate in the events of the Movement;
  - d. loss of right of support by Junior Enterprises Switzerland;
  - e. loss of obligation to pay the membership fee;
3. The resigned Member is not entitled to any share of the association's fortune.

## **Art. 17. Expulsion**

1. The General Assembly can expel, by majority of two thirds, Members that can deprave the image of the movement or that could cause damage to the movement. A Member can

furthermore be expelled if it violates one of its obligations according to the hereinabove statutes. The concerned Member is deprived of its right to vote during this decision.

2. The excluded Member immediately loses all rights listed in art. 16 paragraph 2 let. a-e here above.

3. Furthermore, it is not entitled to any share of the association's fortune.

## **IV. Executive Board, Meetings and General Assembly**

### **Art. 18. Organs**

1. The organs of Junior Enterprises Switzerland are:

- a. The General Assembly;
- b. The Executive Board.

### **A. General Assembly**

#### **Art. 19. Composition**

1. The General Assembly is the supreme body of the association.

2. The General Assembly is, in principle, organized in an in-person meeting. If one or more of the Members could not attend, some electronic means sufficiently secured can be used to make them participate, if all the participants agree. If the quorum would not be reached at the dates proposed, the General Assembly can be made through electronic means sufficiently secured.

3. In case of a virtual General Assembly, the Legal Manager of Junior Enterprises Switzerland makes sure that all rights of the Members are guaranteed.

4. The General Assembly is composed by its Members, each represented by a Network Manager, and the Executive Board.
5. The Network Manager is one Member of a Junior Enterprise, chosen by this latter to represent it.
  - a. The Network Manager would be the person to contact for the Meetings.
  - b. The Network Manager has to inform his Junior Enterprise about the decision taken at the General Assembly.
  - c. In any case, a PV of the General Assembly is sent by the Executive Board.
  - d. A Network Manager can delegate his (her) voting right to another Member of his (her) Junior Enterprise.

### **Art. 20. Competences**

1. The General Assembly is competent in all domains that are not attributed to another organ
2. It is in particular competent to:
  - a. Adopt modifications of statutes proposed by the Legal Manager of Junior Enterprises Switzerland;
  - b. Change the seat of the association;
  - c. Change or create posts of the Executive Board;
  - d. Elect the Executive Board;
  - e. Approve the annual financial statements;
  - f. Revoke Members;
  - g. Control the activity of the Executive Board;
  - h. Dissolve the association at any time, considering projects and meetings.

### **Art. 21. Ordinary General Assembly**

The General Assembly takes place before the end of each business year.

## **Art. 22. Extraordinary General Assembly**

1. The Executive Board can ask to organize a General Assembly at any time. The delay to convoke is 3 weeks (21 days).
2. One fifth of the Members can ask to organize a General Assembly. The demand has to be sent in the written form (mail or e-mail) to at least two Members from the Executive Board. The General Assembly would take place 3 weeks after the request was sent.

## **Art. 23. Agenda**

1. The agenda of an Ordinary or Extraordinary General Assembly is sent by the Executive Board 2 weeks (14 days) before the General Assembly.
2. It should contain all the points that would be discussed at the ordinary or extraordinary General Assembly.
3. A new point to treat can be added on the agenda only if at least one fifth of Members make a written demand more than one week (7 days) before the ordinary or extraordinary General Assembly.

## **Art. 24. Voting**

1. Each Junior Enterprise has one vote at the General Assembly, whether ordinary or extraordinary.
2. A Junior Enterprise that is not able to attend the General Assembly can delegate his (her) voting right to another Junior Enterprise by sending a proxy to a Member of the Executive Board, at least five days before the General Assembly takes place.
3. A copy of this proxy has to be sent to the Legal Manager of Junior Enterprises Switzerland.
4. The Executive Board of Junior Enterprises Switzerland has no voting right.

## **Art. 25. Quorum**

1. The quorum is set up by two thirds of the Network Managers, whatever the mean used.
2. If the quorum is not respected, the General Assembly is postponed by two weeks (14 days) at most. If after this period the quorum is still not respected, the General Assembly is annulled.

## **Art. 26. Decisions**

1. Decisions are taken by the Network Managers with a majority of the present Members.
2. A modification of the statutes, as well as an expulsion of a Member of the association requires the votes of two thirds of the Members. The Executive Board gives its point of view on these topics.
3. A dissolution is possible only in the case of a unanimous decision of all the Members of Junior Enterprises Switzerland.

## **B. Executive Board**

### **Art. 27. Composition**

1. The Executive Board is ideally composed by:
  - a. A President
  - b. At least one Vice-president
  - c. A General Secretary and Treasurer
  - d. An International Manager
  - e. A Legal Manager
  - f. A Communication Manager

- g. An Event Manager
- h. A Human-resources Manager

2. Each year, the previous Executive Board proposes a newly composed board to the General Assembly. The number of places and the tasks of each post is defined and explained each year at the General Assembly concerned by the elections.

3. The denomination of the positions of art. 27 paragraph 1 is to be understood as an ideal composition but it remains flexible, in the sense that each year the composition of the board Members can change, so as the number of the Members of the Executive Board. Furthermore, one Member may have several Manager positions.

4. Project Managers are not allowed to be part of the Executive Board.

4. If a new board wishes to change the previous composition of the Executive Board after its election, it has to send a written notice to all Members of the Junior Enterprises Switzerland. The Members then have the right to oppose this decision by written notification to the President of Junior Enterprises Switzerland in a period of two weeks (14 days). If one Member opposes the decision, the Executive Board has to convoke an extraordinary General Assembly. The General Assembly will then have to proceed to a vote on the new composition of the Executive Board.

## **Art. 28. Competences**

1. The Executive Board is the executive organ of the Association.
2. The Executive Board is responsible for the tasks defined by the General Assembly or by the statutes.
3. It takes all measures to achieve these goals, by using the means at disposal.
4. It leads the General Assembly and organizes it.
5. It manages the accounting.

6. Each Member from the Executive Board represents Junior Enterprises Switzerland.

### **Art. 29. Refund**

The Members of the Executive Board can ask for a refund of their costs when it is justified and if the association can afford it.

### **Art. 30. Election**

1. The next Executive Board is voted at the General Assembly (ordinary or extraordinary) before the end of the business year. Applications are opened two months (60 days) but at least one month (30 days) before the end of the term.

2. Each Member of the actual Executive Board submits a replacement proposition to the General Assembly for its position.

3. Each position has to be voted separately. If a position should not be filled at the General Assembly, the newly elected Members have a period of two months (60 days) to propose a person for the open position. The General Assembly is competent to vote on the election.

4. In principle, only Members of a Swiss Junior Enterprise are eligible for a position at Junior Enterprises Switzerland. If no application is submitted until two weeks (14 days) before the General Assembly, the Executive Board can open applications for non-Members of a Swiss Junior Enterprise.

### **Art. 31. Term**

1. The executive Board is elected, in principle, from the 1<sup>st</sup> July to the 30<sup>th</sup> June.

2. If the General Assembly takes place after this 1<sup>st</sup> July, the previous Executive Board is still competent until the next General Assembly, in which the new Executive Board is elected. In any case, the Board voted after the 1<sup>st</sup> July or the previous board are competent until the 30<sup>th</sup> June.

3. The Executive Board undertakes to remain available to the Executive Board-elect during the handover period. The Handover period consists of a minimum of 5 hours training, shadow working sessions and lasts as long as each Manager considers it necessary.

### **Art. 32. Resignation**

1. A Member of the Executive Board can ask for his resignation. To be valid, he has to send a letter or an e-mail to the Members of Junior Enterprises Switzerland and to the Executive Board.

2. When the resignation is sent, an extraordinary General Assembly would be organized one month (30 days) later. The Members have one week to propose candidates. During this period of one month, the other Members of the Executive Board try to integrate the work or name a third person to manage this place during this period.

### **Art. 33. Collective resignation**

If all Members from the Executive Board want to send their resignation, they have to convoke an extraordinary General Assembly. During this General Assembly, a new Executive Board has to be elected or the association would be dissolved.

## **B. Project Managers**

### **Art. 34. Project Managers**

1. The Executive Board can delegate some projects to Project Managers.

2. Such decisions are not subject to the vote of the General Assembly

3. The Executive Board defines the statute and the obligations of projects managers in an internal document



4. Project Managers can in no way be part of the Executive Board and therefore have no voting right in the decisions made by the board.

5. Project Managers shouldn't have access to confidential information.

## **V. Final statements**

### **Art. 35. Force Majeure**

In case of Force Majeure, for example a Pandemic, during which activities and the organization of the General Assembly are difficult or even impossible, the Legal Manager of Junior Enterprises Switzerland has the competence to propose the postponement of the General Assembly or its maintenance by virtual means according to the governing rules in that matter. In doing so, she or he makes sure that all rights and obligations of the Members of Junior Enterprises Switzerland are respected.

### **Art. 36. Dissolution**

In case of dissolution, the fortune of Junior Enterprises Switzerland is to be kept by Junior Enterprises Europe (European confederation of Junior Enterprises) for further promotion of the Junior Enterprises movement in Switzerland.

### **Art. 37. Organization and Scope Document**

The Organization and Scope Document is set up by the Executive Board. This document regulates further internal issues.

### **Art. 38. Abrogation of the old statutes**

These statutes replace and abrogate the previous versions.

**Art. 39. Applicable law**

Art. 60 ff. of the Swiss Civil Code apply subsidiarily.

**Art. 40. Entry in force**

These statutes were adopted during the General Assembly of ... and entry in force the ...

*Adopted by the Constitutive Assembly of May 23rd, 1985*

*Modified at the General Assembly of January 29th, 2005*

*Modified at the General Assembly of August, 2011*

*Modified at the General Assembly of May, 2015*

*Modified following the General Assembly of 14th April, 2018*

*Modified at the General Assembly of 3rd of December 2020*

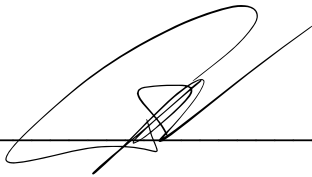
# Signatures

Fanny BORÉ, President



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Gregory PASTORE, Vice-President



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