



Junior Enterprises **Switzerland**

Bylaws

Junior Enterprises Switzerland

5th of September 2024

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I. General Statements

Art. 1. Name

1. A National Non-Profit Association named «JUNIOR ENTERPRISES SWITZERLAND», abbreviated as «JE SWITZERLAND», hereinafter referred to as « the Association », is hereby established.
2. The Association is an association in the sense of Art. 60 ff. of the Swiss Civil Code.

Art. 2. Headquarters

The headquarters of the association is in Vaud. The headquarters can be transferred to any other location in Switzerland by a simple decision of the Executive Board of the Association.

Art. 3. Language of the bylaws

1. The language of the association is English. Its bylaws are written in English. They may be translated.
2. In case of any conflict of different versions, the English version shall prevail.

II. Purposes, Means and Duration

Art. 4. Purposes

1. The Association is a non-political, non-religious, non-commercial organization, that gathers Junior Enterprises of Switzerland, as well as Junior Enterprises from third countries, and coordinates their (inter)national actions.
2. 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. 5. 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. 6. Resources

The association relies on, whilst not limited to the following resources:

- a. An annual membership fee according to the present bylaws;
- b. Activities organized according to the goals of the Association;
- c. Donations, legacies or subsidies;
- d. Percentage of the price of a given project by the Association;
- e. Sponsorships and partnerships;
- f. The management of any asset or fortune it may own, including companies.

Art. 7. Duration

1. Usually, the business year starts on the 1st of September and ends on the 31st of August.
2. In cases in which it is objectively not possible to respect the period of the first paragraph, the business year may start later, as indicated by the Executive Board.
3. The duration of the association is unlimited. It may be dissolved at any time.

III. Members and Junior Initiatives

Art. 8. Swiss Members

1. The Members of Junior Enterprises Switzerland are the Junior Enterprises seated in Switzerland which fulfill the membership conditions from the present bylaws.
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 bylaws, notably to use the name and the label of Junior Enterprises Movement and to benefit from the services offered by the Association.

Art. 9. Members' assignments, obligations and liability

1. Each Junior Enterprise safeguards and defends with diligence and fidelity the interests 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. 16 of the present bylaws may apply.
4. The association's assets alone shall meet the commitments entered on its behalf. Any personal liability of its Members is excluded.

Art. 10. Admission

1. An association that is considered as a Junior Initiative according to the present bylaws, 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.

Art. 11. 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 to the 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. proof 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 must 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 may 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. 12. Rights of a Junior Initiative

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;
- e. be exempted from the membership fee;
- f. be informed of the Association's activities;
- g. Submit proposals to the General Assembly to improve the functioning of the organisation of the Association and to achieve the objective pursued by the Association;
- h. Exercise deliberative voices and voting rights and vote within the General Assembly on any subject;
- i. Elect new members of the Association;
- j. Propose lists and elect the Members of the Executive Board.

Art. 13. Obligations of a Junior Initiative

A Junior Initiative must:

- a. Promote activities with Junior Enterprises;
- b. Stay informed of all current affairs of the Association
- c. Actively invest in the Association's activities
- d. Pay an annual membership fee
- e. Have the goal of becoming a Junior Enterprise

Art. 14. 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. A Junior Initiative must have held the title of JI for at least one year before it can apply to become a Junior Enterprise but must do so within a maximum of 4 years. After this period of four 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. 15. Resignation of a Member

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. 16. Expulsion

1. The General Assembly can expel, by majority of two thirds, Members that can degrade 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 bylaws. The concerned Member is deprived of its right to vote during this decision.
2. The excluded Member immediately loses all rights listed in art. 15 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. 17. Organs

The organs of Junior Enterprises Switzerland are:

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

A. General Assembly

Art. 18. 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 cannot attend, a secured electronic participation 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 its President or whoever has the power of representation, by proxy, and the Executive Board.
5. The President is one Member of a Junior Enterprise, chosen by the latter to represent it.
 - a. The President is the person to contact for the Meetings.

- b. The President has to inform his Junior Enterprise about the decision taken at the General Assembly.
- c. In any case, minutes of the General Assembly is sent by the Executive Board.
- d. The President can delegate his voting right to another Member of his Junior Enterprise.

Art. 19. 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 bylaws proposed by the Legal Manager of Junior Enterprises Switzerland;
 - b. Change the headquarter of the association;
 - c. Change or create posts of the Executive Board;
 - d. Elect the Executive Board;
 - e. Approve the annual financial statements;
 - f. Elect and revoke Members;
 - g. Control the activity of the Executive Board;
 - h. Dissolve the association at any time, considering projects and meetings.

Art. 20. Ordinary General Assembly

1. The General Assembly takes place at least once before the end of each business year, preferably before the end of September.
2. This summons is issued by the President or another Executive Board member and is sent by ordinary mail, by email, or by any other means of communication, at least three weeks before the meeting of the General Assembly and contains the Agenda, the date, the time, and the place of the meeting.
3. Documents to be discussed at the General Assembly must be attached to the detailed Agenda that have to be sent at least two weeks before the General Assembly.

4. 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 of the Executive Board. The General Assembly is to take place 3 weeks after the request was sent.

Art. 21. Extraordinary General Assembly

1. JES' Executive Board can ask to organize a General Assembly at any time. The delay to convoke is 2 weeks (14 days).
2. One fifth of the Members can ask to organize an Extraordinary 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 is to take at the earliest.

Art. 22. 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. 23. Quorum

1. The quorum is set at two thirds of the Members, 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. 24. Decisions

1. Decisions are taken by the majority of the present Members.
2. A modification of the bylaws, as well as an expulsion of a Member of the association requires the votes of two thirds of the votes. The Executive Board gives its point of view on these topics.

3. The composition of JES's Executive Board, executive power of the JES, must be accepted by a simple majority of the Members present at the GA. The Executive Board must be elected every year.
4. JES Members who are not part of the Executive Board must be accepted by a simple majority of the Members present at the GA. A member is elected for an indefinite period at a specific position.
3. A dissolution of JES is possible only in the case of a unanimous decision of all the Members of Junior Enterprises Switzerland.

B. Executive Board

Art. 25. Composition

1. The Executive Board is composed of Managers. The Executive Board should be composed of:
 - a. A President,
 - b. At least a Vice-president;
 - c. A Legal Manager
 - d. A Treasurer;
 - e. A National Manager
 - f. An International 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. 25 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 may change, so as the number of the Managers in the Executive Board. Furthermore, one Member may hold several Manager positions.
4. Managers may be assisted by Project Managers in the fulfilment of their obligations toward the association. Project Managers are not part of the Executive Board.

5. 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 or renounce the change. The General Assembly will then have to proceed to a vote on the new composition of the Executive Board.

Art. 26. Competences

1. The Executive Board is the executive organ of the Association.
2. It is responsible for the management of the association and works towards achieving the goals set forth in the bylaws.
3. It sets the strategy of the association to achieve these goals, using all the means at their disposal with the limits of the bylaws, the law, and the association's reputation.
4. It leads the General Assembly and organizes it.
5. It manages the accounting.
6. Each Manager represents Junior Enterprises Switzerland.

Art. 27. Refund

1. Managers and Project Managers can ask for a refund of their costs when it is justified and if the association can afford it. The approval of a refund is a decision of the Executive Board after consultation of the Treasurer.
2. Any expense deemed extraordinary in amount or nature may be subject to approval by the General Assembly.

Art. 28. 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 Manager of the Executive Board in office 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 Managers 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. Managers, Project Managers or equivalent of swiss Junior Enterprises are prioritized for a position at Junior Enterprises Switzerland.
5. A person cannot be part of Junior Enterprises Switzerland and of Junior Enterprise at the same time.

Art. 29. Term

1. The executive Board is elected, in principle, from the 1st of September to the 31st of August.
2. If the General Assembly takes place after this 1st of September, the previous Executive Board is still competent until the next General Assembly, in which the new Executive Board is elected.
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, as explained in the Manager Contract.

Art. 30. Resignation

1. A Manager of the Executive Board can present his resignation. The resignation of a Manager is notified to the Members of Junior Enterprises Switzerland.
2. The replacement of a resigned Manager follows the procedure explained art. 25 number 5 of the bylaws. If more than a third of the Executive Board resigns during a single term, an Extraordinary General Assembly is called to approve for the new Managers of the Executive Board.

Art. 31. Audit

1. Every Executive Board has at least one Treasurer. The Treasurer has a continuous obligation to ensure the funds of the association are used to serve its goals, in proportion of its needs. The Treasurer prepares all the documents for the accounts approval in the GA. It prepares, facilitates and helps the external auditor.

2. Every two years, an external auditor audits the financial health of the association. The external auditor is either a professional auditor, an auditing firm, or a duly formed and trained representative committee elected by and from the Network.
3. The Members may decide to increase the frequency of audits to a yearly occurrence for a set period of time, of a maximum period of five years at a time.
4. The external auditor submits a report on the financial health of the association.
5. The proper conduct of the audit, the prompt and exact communication of its results to the Members, is the responsibility of the Executive Board.

C. Project Managers

Art. 32. 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 are not part of the Executive Board. They don't hold voting rights.
5. Project Managers do not represent the association.

V. Internal Rules

Art. 33. Collective resignation

If three quarters of Managers resign, they have to convoke an Extraordinary General Assembly. Pending the EGA, Managers must continue their activities. During this Extraordinary General Assembly, a new Executive Board has to be elected. Failure to elect a functioning Executive Board, would lead for the association to be dissolved.

Art. 34. - Internal Rules

1. The Association shall regulate its internal affairs, the rights and obligations of the Members with respect to the Association, at its sole discretion.
2. In case of conflict, these bylaws prevail over the Internal Rules of the Association.

Art. 35. Amendments

Any proposal to amend the bylaws or dissolve the Association must come from the Executive Board or from at least two-thirds of the Members of the Association.

VI. Final statements

Art. 36. 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 JES 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. 37. 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. 38. Organization and Scope Document

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

Art. 39. Abrogation of the old bylaws

These bylaws replace and abrogate the previous versions.

Art. 40. Applicable law

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

Art. 41. Entry in force

These bylaws were adopted during the General Assembly of the 5th of September and entry in force the same day.

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 following the General Assembly on the 3rd of December 2020

Modified following the General Assembly on the 13th of May 2023

Submitted to the General Assembly on the 5th of September 2024

Signatures

Alexis Quaglia, President

Tiburce Pégatoquet, Vice President & International Manager

Letizia Muscionico, Legal Manager
