

# **UNITECH International Society (UTI Society)**



## **CONSTITUTION AND BYLAWS**

Including changes approved by the UNITECH International  
General Assembly:

1. in Barcelona on September 28, 2001
2. in Zurich on September 5, 2003
3. in Gothenburg on September 1, 2006
4. in Aachen on August 28, 2009
5. in Gothenburg on August 26, 2011
6. Insertion of new logo February 24, 2014  
(Replaces all previous versions)

# **UNITECH International Society (UTI Society)**

## **CONSTITUTION**

### **SECTION 1 – GENERAL PROVISIONS, NAME, SEAT**

#### **Article 1**

- (a) The organization is to be called “UNITECH International Society” – abbreviated “UTI Society” and hereinafter referred to as “the Society”.
- (b) The Society, which does not engage in any activity with financial aims, adopts the legal form of an association in accordance with paragraph 60 and further of the Code Civil Suisse, as long as it is not contradictory to the present Constitution.
- (c) The Society does not carry out any business activities and is thus not registered in the Commercial Register.
- (d) The seat of the Society shall be determined by the General Assembly.

#### **Article 2 – AIMS**

- (a) The Society is responsible for operation of the UNITECH International network, a network of leading companies and Swiss and international technical universities with the common goal to provide a top level engineering and management education on an international level for Swiss and international university students, in particular through a study period at a foreign university and an internship in an international company.

#### **Article 3**

With the approval of the General Assembly, the Society may join international organizations whose wider aims, or part of them, implicitly include those of the Society.

### **SECTION 2 – MEMBERS**

#### **Article 4**

There are three categories of members:

- (a) *University Members*: leading technical universities committed to excellence in engineering and management education
- (b) *Corporate Members*: leading multinational companies willing to contribute to business and management excellence in engineering education.
- (d) *The UNITECH International Alumni Association*, representing all graduates of the UNITECH International programme.

#### **Article 5**

- (a) Applications for membership shall be addressed to the President of the Society.
- (b) The Board, having ascertained that the application corresponds to the requirements of Article 4, will submit the application for membership to the General Assembly. To be approved a membership application will need to receive a simple majority of the votes cast as well as the unanimous support of all members in the membership category in question.
- (c) Admission includes the obligation to recognize and adhere to this Constitution and Bylaws and to pay the appropriate dues as determined by the General Assembly.

#### **Article 6**

- (a) The membership of a member may be terminated by a vote of the General Assembly if the activity of that member is consistently violating the letter or the spirit of the present Constitution.
- (b) Membership may be terminated by a vote of the General Assembly if a member is two years in arrears in payment of its membership fee but such termination shall not relieve a member of the obligation to pay such membership fees that are in arrears.
- (c) A member not being in arrears in payment of its membership fee may terminate its membership by delivering a declaration to that effect to the President or to the Secretary General prior to August 1st for the cancellation to become effective for the next UNITECH financial year which starts on 1<sup>st</sup> of January.

### **SECTION 3 – GENERAL ASSEMBLY**

#### **Article 7**

The General Assembly is the supreme body of the Society and shall comprise delegates from all the members.

**Article 8**

- (a) The General Assembly may be convened either as a regular or as an extraordinary meeting.
- (b) A regular meeting of the General Assembly shall take place each year
- (c) An extraordinary meeting of the General Assembly may take place at any time decided upon by the Board. The Board is furthermore obliged to convene such a meeting upon request of one-fifth (1/5) of the members.

**Article 9**

At a meeting of the General Assembly, delegations shall be present from at least half of the member organizations to constitute a quorum for the transaction of business.

### **Article 10**

- (a) At a meeting of the General Assembly, each member shall have one and only one vote.
- (b) Each member shall normally be represented at meetings of the General Assembly by a delegate who will cast the vote on the member's behalf.
- (c) Each member may authorize another member to vote in its place at a meeting of the General Assembly, provided the UTI International Office has been notified in writing by the authorizing member prior to the scheduled date of the meeting.

### **Article 11**

Except for amendments to the Constitution, any decision of the General Assembly will require the support of at least half of the votes cast. In the case of a tie, the Chairman of the meeting will have a casting vote.

### **Article 12**

The President of the Society or, in the absence of the President, the President-Elect or, if neither of these are present, another member of the Board authorized by the President or failing him by the Board, shall preside at the meetings of the General Assembly.

### **Article 13**

- (a) If any decision is required between meetings of the General Assembly, the Board may order a postal ballot.
- (b) Resolutions can also be passed by means of a postal ballot provided no member demands that the matter be discussed in a General Assembly. A member who does not explicitly agree to such a procedure shall be taken as rejecting the proposal.
- (c) Except for amendments to the Constitution, any decision reached by postal ballot will require at least half of the votes cast. In case of a tie, the President of the Society will have a casting vote.
- (d) Such a decision will be considered as having been reached by the General Assembly.

## **SECTION 4 – LANGUAGE**

### **Article 14**

- (a) The working language of the Society shall be English. This will be used for written reports and records as well as for verbal discussions at any meeting of the General Assembly and of all working bodies (Board, Committees) of the Society.

## **SECTION 5 – OFFICERS**

### **Article 15**

- (a) The **elected** officers of the Society shall be
1. The President
  2. Two Vice-Presidents representing University Members (Academic Partners)
  3. Two Vice Presidents representing Corporate Members (Corporate Partners)
  4. The Treasurer
- (b) The **appointed** officer of the Society shall be
1. The Secretary General (Executive Director)

### **Article 16**

- (a) All the **elected** officers listed in Article 15(a) shall be elected by the General Assembly on the nomination of the Board. Such elections will require at least half of the votes cast.
- (b) The person elected to the office of President will be the Rector (or equivalent position) of one of the current Academic Partner universities.
- (c) The term of office of the elected officers shall be two years, starting from the conclusion of the General Assembly at which they were elected, or on January 1st following the General Assembly at which they were elected, according to the end of tenure of their predecessor. If a postal ballot is held between sessions of the General Assembly, the term of office of the elected officers shall be two years, starting from the announcement of the result of that ballot by the Secretary General. They remain in office until the conclusion of the meeting of the General Assembly electing their successors.
- (d) The elected officers shall be eligible for immediate re-election; however the succession of new members to the Board shall be the primary consideration of the Election Committee...

### **Article 17**

- (a) If the President resigns or cannot serve, the President-Elect or, failing him, a member of the Board selected by the Board will temporarily serve as Acting President for such period as may be decided by the Board.
- (b) The person serving as Acting President is to have exactly the same rights, privileges and responsibilities as the President would have.
- (c) Anyone so appointed shall not be barred under Article 16(d) from election as President-Elect or President at a later date.

### **Article 18**

The President shall legally represent the Society.

### **Article 19**

- (a) The Board shall appoint a Secretary General of the Society for a term of office decided by the Board.
- (b) The duties, responsibilities and privileges of the Secretary General shall be defined in the Bylaws.
- (c) The Secretary General may be appointed at any time by the Board as and when a vacancy occurs.

## **SECTION 6 – BOARD**

### **Article 20**

- (a) The management of the Society shall be vested in a Board.
- (b) The Board shall be responsible for the management of the Society to the General Assembly from which it receives its mandate and to which it shall report on the state of the Society.
- (c) Subject only to the directions of the General Assembly, the Board shall formulate the policies of the Society. It shall develop the long-term plans of the Society for approval by the General Assembly and shall instruct the Secretary General and the various committees of the Society accordingly.
- (d) The Board shall direct and supervise the functioning of the Society, including both the technical and the executive activities. It may delegate particular functions to the appropriate officers or committees and shall regularly receive activity reports from those officers and committees.

### **Article 21**

- (a) The Board shall consist of the elected officers of the Society [Article 15(a)] who are voting members and of the following **advisory**, non-voting members:
  - 1. A Representative of the Academic Partner local offices
  - 2. A Representative of the Coaching Advisory Board
  - 3. A Representative of the UNITECH Alumni Association
- (b) Members of the Board shall serve voluntarily and be unpaid.
- (c) The appointed officers of the Society [Article 15(b)] shall have the right to attend the meetings of the Board and participate in its deliberations but shall have no right to vote.

### **Article 22**

- (a) A candidate for election to the Board may only be nominated with the approval of his or her member organization.
- (b) The advisory members of the Board are appointed by their respective groups.

### **Article 23**

- (a) Should any member of the Board other than the President or President-Elect, due to resignation, death or other cause, be prevented from fulfilling his or her duties, the Board may appoint a replacement until the next election.
- (b) Such a period of office shall not be considered as a term in office from the point of view of subsequent elections, as described in Article 23.

### **Article 24**

- (a) The President of the Society or, in the absence of the President, the President-Elect or, if neither of these are present, another member of the Board authorized by the President or failing him by the Board, shall preside at any meeting of the Board.
- (b) A quorum for a meeting of the Board shall be at least half of the **elected** members of the Board
- (c) With due observance of the provisions set out in Article 33, all provisions concerning voting shall be defined in the Bylaws.

## **SECTION 7 – COMMITTEES**

### **Article 25**

The Board shall be assisted in its work by three Committees, namely the Academic Committee, the Corporate Partners Committee, and the Local Office Committee, to which it may delegate such powers as it may decide by a simple majority of votes.

### **Article 26**

- (a) Each University Members shall appoint one member to the Academic Committee.
- (b) The Academic Committee shall appoint a Chairperson from among its members.

### **Article 27**

- (a) Each University Member shall appoint a Local Coordinator. The Local Coordinators shall form the Local Office Committee.
- (b) The Local Office Committee shall appoint a Chairperson from among its members.

## **SECTION 8 – FINANCE**

### **Article 28**

The revenues of the Society shall consist of membership fees, royalties and unconditional donations.

### **Article 29**

- (a) Corporate Members shall be required to pay an annual membership fee as determined by the General Assembly. University Members shall pay no fee.
- (b) The membership fee shall become due January 1st in each year. New member organizations joining the Society after July 1st in any year shall be required to pay only half the annual fee for that year.
- (b) Members who wish to commit themselves for a longer period may pay the membership fee in the form of a grant for three or more years in advance. Grants will not be refunded in case of termination of membership.

### **Article 30**

The revenue of the Society shall be used for expenses and investments as directed by the Board on the basis of a budget approved by the General Assembly.

### **Article 31**

- (a) All services to the Society by elected officers, members of the Board Committee members shall be voluntary and unpaid.
- (b) The Society shall not be held responsible for expenses incurred by representatives of member organizations or elected officers of the Society attending meetings.
- (c) Members of the Society shall not be held responsible for obligations made by the Society in respect of any debts or other liabilities.

## **SECTION 9 – FINAL PROVISIONS**

### **Article 32**

- (a) A proposed amendment to the Constitution must have the support of at least one-third of the Member Organizations of the Society before it can be brought to a vote at the General Assembly.
- (b) Adoption of an amendment to the Constitution shall require a two-thirds majority of the total membership of the Society.
- (c) Amendments to the Constitution may be voted on by means of a postal ballot.

**Article 33**

- (a) The General Assembly may, subject to the general provisions of the Constitution of the Society, adopt any Bylaw that it deems necessary for regulating the activities of the Society.
- (b) Such Bylaw shall be established or amended on a simple majority of votes cast by the General Assembly, either by direct ballot or postal ballot, provided that at least half of the member organizations have voted. In the case of a tie, the President will have a casting vote.

**Article 34**

Both the Constitution and the Bylaws are to be interpreted on the English text, which is to be considered as the only official text.

**Article 35**

- (a) The procedure for the dissolution of the Society is the same as for amendments to the Constitution (Article 33).
- (b) In the event of the dissolution of the Society the Board shall determine the manner of disposal of the funds and properties for the benefit of one or more Swiss non-profit-making and tax exempt organizations, the aims of which are as similar to the aims of the Society as possible. Distribution of such funds and properties to the members of the Society is ruled out.

# **UNITECH International Society (UTI Society)**

## **BYLAWS**

### **GENERAL PROVISIONS**

#### **No. 1**

These Bylaws are approved in accordance with Article 34 of the Constitution.

#### **No. 2**

The seat of the Society is in Zurich, Switzerland.

### **GENERAL ASSEMBLY**

#### **No. 3**

- (a) The date of a meeting of the General Assembly and the agenda therefore shall be decided by the Board taking into account the suggestions of Member Organizations.
- (b) Notice of a meeting of the General Assembly shall be sent to member organizations by the Secretary General no later than two months prior to the date fixed, accompanied by a provisional agenda.
- (c) Comments on the agenda shall be returned to the Secretary General no later than one month before the date of the session.
- (d) The final agenda shall be sent to Member Organizations not less than two weeks prior to the date of the session.

#### **No. 4**

Matters not appearing on the agenda of a meeting of the General Assembly will be considered only if prior approval is given by not less than half of the Member Organizations represented at the General Assembly.

#### **No. 5**

- (a) Member organizations requesting an extraordinary meeting of the General Assembly shall send a request to the Secretary General, specifying the matter or matters which they desire to be discussed in accordance with the provisions of Article 8(c) of the Constitution.

- (b) The date of an extraordinary meeting of the General Assembly shall be fixed so that the meeting takes place within three months of receipt of the request by the Secretary General.

## **BOARD**

### **No. 6**

- (a) The Board shall reach decisions either at a meeting or by correspondence.
- (b) Whenever possible, the Board should reach its decision by consensus. If a vote is necessary, decision shall be made on the basis of a majority of the votes cast.

### **No. 7**

The Board shall submit to the General Assembly

- (a) The report of the Board for the preceding year.
- (b) The Treasurer's report and statement of accounts of the Society.
- (c) A proposal for the annual budget of the Society
- (d) Proposals for the admission of new Member Organizations.
- (e) Proposal for a slate of candidates for election to the Board, as Elected Officers prepared according to Bylaw 8.
- (f) Any proposals for changes to the Constitution or Bylaws of the Society.

### **No. 8**

In the case of elections to the Board carried out during a session of the General Assembly, in accordance with Article 22 of the Constitution, the procedure shall be as follows:

- (a) An Election Committee shall prepare a preliminary list of candidates for election. The Election Committee shall consist of at least three members from different member organizations appointed by the President, who also selects the Chairperson of the Election Committee.
- (b) The preliminary list of candidates shall be provided to the Board for approval.
- (c) The Election Committee shall supervise the voting at the General Assembly and count the ballots.
- (d) The Chairman or a member of the Election Committee shall report the results of voting to the General Assembly.

### **No. 9**

In the case of elections to the Board carried out by postal ballot in accordance with Articles 13 and 22 of the Constitution, the procedure shall be as follows:

- (a) An Election Committee shall prepare a preliminary list of candidates as specified in Bylaw 8(a) for consideration by the Board.
- (b) The Board shall submit its nominations to the Member Organizations, inviting further nominations and specifying the closing date of the elections, which shall be at least two months after the nominations are sent out.
- (c) The final slate of candidates, including any nominations that may have been made by Member Organizations, shall be sent out to the members not later than one month before the date set for the elections.
- (d) Only ballot papers received by the day set for the elections will be valid.
- (e) The Secretary General shall be responsible for the postal ballot and shall report the results thereof.

**No. 10**

The Treasurer shall manage the finances of the Society as directed by the Board. In particular, the Treasurer shall

- (a) collect membership fees and other revenues;
- (b) approve the expenses of the Society;
- (c) manage the Society's funds;
- (d) prepare an annual financial report;
- (e) prepare an annual budget.

**No. 11**

In accordance with Article 19 of the Constitution, the Secretary General shall

- (a) act as Secretary of the General Assembly as well as of the Board;
- (b) be charged with the implementation of the resolutions approved by the General Assembly or the Board and act on all matters in accord with these decisions; in cases where clarification is required, the Secretary General shall seek and follow the opinion of the President;
- (c) prepare the agenda of each meeting of the Board, taking into account the suggestions of the President and the other members of the Board, and post it at least one month before the date of the meeting;
- (d) conduct the current business of the Society, run the secretariat, deal with correspondence and maintain the records of the Society;
- (e) attend meetings, conferences, symposia and workshops and disseminate information on such meetings.

**No. 12**

All documents committing the Society must be signed by two members of the Board, with the exception of expenses within the Budget approved by the General Assembly, which shall be approved by the Secretary General.

**FINANCE**

**No. 13**

The financial year of the Society shall be from the 1st of January to the 31<sup>st</sup> December.

**No. 14**

The Society can accept donations, legacies and grants by authority of the Board.

**No. 15**

- (a) The membership fees shall be fixed in three designated categories, one for each category of members.
- (b) The fees for each category of membership shall be fixed by the General Assembly on the recommendation of the Board.