

By-Laws of IEEE Switzerland Chapter on Digital Communication Systems

1 General Provisions

Article 1 — Name and Area of Activities

- (1) The *IEEE Switzerland Chapter on Digital Communication Systems* is an association according to Articles 60 et seq. of the Swiss Civil Code (CC). It is legally independent and affiliated with the *Institute of Electrical and Electronics Engineers Switzerland Section* (short *IEEE Switzerland Section*). It is a joint local chapter of
 - a) the IEEE Communications Society,
 - b) the IEEE Computer Society,
 - c) the IEEE Information Theory Society, and
 - d) the IEEE Signal Processing Society.
- (2) Hereafter, *CHAPTER* will refer to the *IEEE Switzerland Chapter on Digital Communication Systems* named in Art. 1(1); *SECTION* will refer to the *IEEE Switzerland Section*; and *SOCIETIES* will refer to the four IEEE societies named in Art. 1(1).
- (3) The CHAPTER performs its activities mainly in its territory, i.e., in Switzerland and the Principality of Liechtenstein, but also abroad (when organizing international events in cooperation with other institutions, for example). The CHAPTER shall maintain an own website.

Article 2 — Purpose

- (1) The purpose of the CHAPTER follows the missions and purposes defined in the constitutions of the SOCIETIES.
- (2) The activities of the CHAPTER are nonprofit oriented and dedicated to the support of innovation and excellence in the area of electrical engineering, information technology and related areas for the good of humanity.
- (3) The CHAPTER neither pursues political aims nor represents the interests of any nation or political parties.

- (4) In particular the CHAPTER shall pursue the following ideal means:
- a) The CHAPTER shall assist in any SOCIETIES' symposium or conference held within the CHAPTER's territory, and help organizing, conducting and attending other such scientific and technical events, workshops, courses, seminars, talks and lectures.
 - b) The CHAPTER shall be responsible for coordination with the SECTION on such symposia or conferences.
 - c) The CHAPTER shall support meetings of the SECTION within the field of interest of the CHAPTER.
 - d) The CHAPTER shall provide the necessary personnel for SECTION committees and thereby represent the SOCIETIES' interests in Switzerland and in the Principality of Liechtenstein.
 - e) In the context of the above points a)–d), the CHAPTER shall cooperate in particular with Swiss universities and universities in the Principality of Liechtenstein, colleges, schools, non-university research institutions, industrial companies and public and private bodies/institutions that pursue similar purposes as the CHAPTER.

Article 3 — Funding

The necessary funds may be raised through:

- a) Funds budgeted for the CHAPTER by the SECTION or by the SOCIETIES.
- b) Income from relevant events relating to the CHAPTER's purpose, such as participation fees and the like.
- c) Income through creation and publishing of publications and studies.
- d) Revenues from other services and activities corresponding to the CHAPTER's purpose.
- e) Voluntary contributions, grants, and donations.

2 Membership

Article 4 — Membership and Affiliates

- (1) The members of the CHAPTER shall be all SECTION members of any grade who are also members of the SOCIETIES (i.e., members of at least one of the societies listed in Art. 1(1)).
- (2) Affiliates of the SOCIETIES with mailing address within the SOCIETIES' territory shall be affiliates of the CHAPTER.

Article 5 — Rights and Duties of Members

- (1) Every member may request to be provided with a copy of the CHAPTER's by-laws by the Executive Committee.
- (2) At least fifteen members are entitled to request the convocation of the General Assembly by the Executive Committee.
- (3) Members shall be informed by the Executive Committee about the activities and financing of the CHAPTER at each General Assembly. Otherwise, the Executive Committee shall provide this information within four weeks upon reasoned request of at least fifteen members.
- (4) It is the duty of every member to promote the interests of the CHAPTER and to refrain from actions which would damage its standing and purpose. The articles of the CHAPTER and the constitutions of the SOCIETIES are to be observed.

3 Organization

Article 6 — Bodies of the CHAPTER

The bodies of the CHAPTER are:

- a) the General Assembly,
- b) the Executive Committee (consisting of a chair, a secretary, and further members), and
- c) the Auditors (if elected).

3.1 General Assembly

Article 7 — Competence

- (1) The General Assembly is the supreme body of the CHAPTER.
- (2) The General Assembly must be held at least every second calendar year.
- (3) An extraordinary General Assembly shall take place in the following circumstances:
 - a) Decision of the Executive Committee or the General Assembly.
 - b) Written request of at least fifteen CHAPTER members.
- (4) All members shall be invited to an ordinary and extraordinary General Assembly at least three weeks in advance by e-mail (sent to the last address provided by the respective member) or by publication on the website of the CHAPTER. The invitation shall include an agenda for the assembly. The invitation shall be sent by the Executive Committee.
- (5) Proposals for the General Assembly shall be sent to the Executive Committee in written form or via e-mail at least one week in advance of the date of the General Assembly.

- (6) The General Assembly can only pass resolutions about topics that are on the agenda, except for resolutions on the convocation of the General Assembly.
- (7) Every member is entitled to participate in the General Assembly and has a voting right. Each member has one vote. Voting rights may be transferred to another member by way of written authorization, whereas to every member only two voting rights may be transferred.
- (8) Affiliates have no voting rights at the General Assembly.
- (9) Resolutions require a majority of the votes of the members present.
- (10) Elections and resolutions of the General Assembly are passed with a simple majority of the valid votes cast. However, resolutions regarding the change of the by-laws of the CHAPTER or the dissolution of the CHAPTER require a qualified majority of two-thirds of the valid votes cast.
- (11) The General Assembly is headed by the Executive Committee chair.

Article 8 — Responsibilities of the General Assembly

The responsibilities of the General Assembly include in particular:

- a) Adoption of the annual estimate of costs.
- b) Acceptance and approval of the annual report and accounts, involving the Auditors.
- c) Appointment and dismissal of the chair, of the secretary and of additional members of the Executive Committee.
- d) Appointment and dismissal of the Auditors.
- e) Acceptance of legal acts between members of the Executive Committee and the Auditors with the CHAPTER.
- f) Release of the Executive Committee.
- g) Amendment of the by-laws of the CHAPTER and the voluntary dissolution of the CHAPTER.
- h) Discussion and adoption of resolutions concerning all other topics on the agenda.

3.2 Executive Committee

Article 9 — Constitution and Organization

- (1) The Executive Committee consists of
 - a) a chair,
 - b) a secretary, and
 - c) possibly additional members (“members at large”).
- (2) The Executive Committee manages the CHAPTER and fulfills all duties which are not allocated to another body pursuant to the law or the CHAPTER’s by-laws.

- (3) The Executive Committee meets as often as the activities of the CHAPTER require. At least one meeting is required annually.
- (4) Meetings of the Executive Committee are called by the chair, or upon request of two of its members.
- (5) The Executive Committee may elect by a majority vote additional members from the CHAPTER. Such members require the approval of the subsequent General Assembly.

Article 10 — Election and Term of Office

- (1) The members of the Executive Committee must be member of the CHAPTER according to Art. 4 and they must hold the grade of Fellow, Senior Member or Member of the IEEE.
- (2) Only physical persons who have reached the legal age and own legal capacity that have lawful residency in Switzerland or the Principality of Liechtenstein are eligible.
- (3) The members of the Executive Committee are elected by the General Assembly for a period of two years. The term of office begins on January 1 and ends on December 31 of the subsequent year. Re-election is possible.
- (4) The Executive Committee shall notify the CHAPTER members of the nominations three weeks prior to the General Assembly. The nominations shall contain at least one name for each of the Executive Committee members. No name of any candidate shall be presented without his prior consent. Further nominations may be made by write-in votes in the case of a mail ballot, and from the floor where elections are held at the General Assembly.
- (5) The function as member of the Executive Committee shall end with the expiration of the election period (Art. 10(3)), by dismissal (Art. 10(7)) or resignation (Art. 10(8)).
- (6) If one elected member of the Executive Committee retires before the end of term, the Executive Committee has the right to co-opt for another eligible member. This appointment must be approved by the subsequent General Assembly. If such a co-optation does not succeed and the Executive Committee is incapable of action for a longer period, each member of the CHAPTER has the right to immediately convoke an extraordinary General Assembly for the election of the Executive Committee.
- (7) The General Assembly is entitled to dismiss the whole Executive Committee or single members of the Executive Committee at any time. The dismissal is effective with the appointment of the new Executive Committee, respectively the new member(s) of the Executive Committee.
- (8) The members of the Executive Committee are entitled to declare their resignation in written form or by e-mail at any time. The declaration of resignation shall be addressed to the Executive Committee or, in case of resignation of the whole Executive Committee, to the General Assembly. The resignation will only become effective with the appointment of the new member(s) of the Executive Committee or with co-optation (Art. 10(6)).
- (9) A termination of membership in the IEEE shall be deemed a resignation according to Art. 10(8).

Article 11 — Responsibilities

- (1) The Executive Committee represents the CHAPTER. It is responsible for the fulfillment of all duties which are not allocated to another body pursuant to the law or the CHAPTER's by-laws. In particular it is responsible for:
 - a) Convocation of the General Assembly and the meetings of the Executive Committee.
 - b) Preparation of the agenda of the General Assembly and the Executive Committee.
 - c) Accounting according to Article 69a CC.
 - d) Adoption of resolutions regarding any compensations.
- (2) The chair has general supervision of the CHAPTER in all its activities, presides at all meetings of the CHAPTER per se and of the Executive Committee, and represents the CHAPTER at all sectional, regional or other meetings.
- (3) The secretary assumes the duties of the chair during the latter's absence or incapacity. The secretary also keeps accurate minutes and records for all activities of the CHAPTER and the Executive Committee, writes reports required by the SECTION or the SOCIETIES, and monitors the financial status of the CHAPTER.

Article 12 — Representation and Liability

- (1) The CHAPTER is represented by the members of the Executive Committee.
- (2) Contractual relationships between members of the Executive Committee and the CHAPTER require the approval of the General Assembly.
- (3) No CHAPTER member has the authority to contract debts for, pledge the credit of, or in any way bind the SECTION, the SOCIETIES, or the IEEE.
- (4) In case of external liability of the Executive Committee or the webmaster towards third parties, for example, through information on the website maintained by the CHAPTER, any damage shall be exclusively borne by the CHAPTER.
- (5) Any recourse and liability claims against the Executive Committee are internally waived by the CHAPTER.
- (6) Indemnification of the Executive Committee pursuant to Art. 12(4) and 12(5) in case of gross negligence or willful misconduct is excluded.

3.3 Auditors

Article 13 — Composition and Organization

- (1) The CHAPTER can submit its accounts to an audit by external auditors.
- (2) The CHAPTER must submit its accounts to an audit by external auditors if a member with personal liability or an obligation to provide further capital so requests.

- (3) In case an audit is required, the General Assembly shall elect two Auditors for the duration of two years. Re-election is possible. The Auditors must not be members of any body of the CHAPTER — with the exception of the General Assembly — whose activities are subject to examination.
- (4) Auditors are responsible for the supervision of the ongoing business activities and the examination of the account statement with respect to compliance with accounting and statutory use of resources. The Executive Committee submits the required documents and provides the Auditors with the necessary information. The Auditors must report the outcome of the audit to the Executive Committee.
- (5) Financial transactions between Auditors and the CHAPTER are subject to approval of the General Assembly. In addition, Art. 10(5) to 10(8) apply mutatis mutandis to Auditors.

4 Standing Committees

Article 14 — Appointment

- (1) The Executive Committee may establish standing committees by appointing a chair and defining the task of such a committee.
- (2) The *Zurich Seminar Committee* being the main standing committee of the CHAPTER is responsible for the organization of the bi-annual international meetings, which has been started by the *1970 International Zurich Seminar*. The scope of these meetings shall lie within the field of interest of the CHAPTER.

5 Amendments

Article 15 — Amendments

- (1) Amendments to these by-laws may be initiated by a majority of the Executive Committee or by petition of at least fifteen CHAPTER members.
- (2) The proposed amendment shall be presented to the CHAPTER members by e-mail and by publication on the CHAPTER's website at least three weeks before an ordinary or extraordinary General Assembly.
- (3) By petition of at least fifteen CHAPTER members, the amendment shall be presented to the CHAPTER members by a mail ballot. This mail ballot must be held before the General Assembly. The amendment is approved if two-thirds of the vote cast favors such amendment and if the total vote cast represents at least twenty-five percent of the CHAPTER membership.
- (4) The General Assembly must approve the amendment by at least two-thirds of the valid cast votes.
- (5) As a final step the approved amendment must be submitted for final approval by the SECTION's Executive Committee. Upon the approval of the SECTION's Executive Committee the amendment becomes effective.

Article 16 — Dissolution

- (1) Dissolution of the CHAPTER may only be decided in a General Assembly specifically called for this purpose with the majority of two-thirds of valid votes cast.
- (2) This General Assembly shall also pass a resolution on the liquidation, provided that the CHAPTER has any assets.
- (3) The remaining assets shall be given to an organization pursuing the same or similar charitable and non-profit purposes as the CHAPTER already pursues, otherwise to a non-profit-making organization.

6 Final Provisions

Article 17 — Enactment

These by-laws were approved on the occasion of the General Assembly as of 23 August 2017.

Zürich, 23 August 2017

Dr. Thomas Mittelholzer
Chair

Dr. Stefan M. Moser
Secretary