

Bylaws of the Executive M.B.L.-HSG Alumni Association

Name and headquarters	Art. 1 The Executive M.B.L.-HSG Alumni Association (the "Association") is an association in accordance with Art. 60 Swiss Civil Code (ZGB) with registered office in Zürich
Purpose	Art. 2 The Association fosters contact among its members and with the former faculty members of the Executive Master of European and International Business Law (the "Executive M.B.L.-HSG") at the University of St. Gallen. It promotes and supports the international network of the graduates and the former faculty members and ensures the link to the HSG-Alumni Network.
Bodies	Art. 3 The Association's bodies are composed of the General Assembly, the Executive Board and the Auditors.
General Assembly	<p>Art. 4 The General Assembly, as the supreme corporate body of the Association, is convened by the President and shall take place every year. The notices of the General Assembly shall be made by the Executive Board by way of e-mail not less than 20 days prior to the date of the General Assembly.</p> <p>Art. 5 The invitation shall state the day, time and place of the meeting, the agenda items as well as the motions of the Executive Board and of members, who have requested an item to be placed in the agenda. Such request must be made at least 30 days prior to the General Assembly in writing by stating the items of the agenda and the motions.</p> <p>Art. 6 The General Assembly shall have the following inalienable powers:</p> <ol style="list-style-type: none">1. the adoption and the amending of the Bylaws (only by a 2/3 majority of the votes cast)2. the election of the members of the Executive Board, the President and the auditors;3. the approval of the budget and financial statements;4. the discharge of the members of the Executive Board. <p>Art. 7 Unless otherwise required by mandatory provisions of the law or the bylaws, the General Assembly passes resolutions and carries out elections by absolute majority of the votes cast, excluding any abstentions, blank or invalid votes.</p> <p>If in case of elections no person is elected in the first election and several candidates are proposed, the votes shall be casted for a second time in which the relative majority shall be decisive. Resolutions and elections shall be carried out openly, unless a written ballot is resolved by the General Assembly or is ordered by the President.</p>
Executive Board	<p>Art. 8 The Executive Board is elected by the General Assembly for one year. It is comprised of at least three members; the President, Vice-President and the Treasurer.</p> <p>Art. 9 The composition of the Executive Board should reflect the studies and origins of Association members to an appropriate extent. Members of the Board do not receive any monetary compensation for their activities.</p> <p>Art. 10 The Executive Board is responsible for the management of the Association, and decides on the admission of members. Furthermore, the Board engages in all Association affairs that are not subject to the General Assembly through the Bylaws or applicable law.</p>

The Executive Board constitutes itself and issues its rules of procedure. In this context, it may allocate specific tasks to individual members or board committees.

Art. 11 The Executive Board shall convene upon notice by the President or if not available, by the Vice-President(s). The Executive Board may pass resolutions with the majority of the attending members. The President shall have the casting vote.

Statutory auditor Art. 12 The General Assembly elects two statutory auditors for a period of three years. The auditors are responsible for reviewing the accounts of the Association and the submission of written reports to the General Assembly. The auditors can only be reelected one time.

Members Art. 13 Members of the Association may include persons who have successfully completed the Executive M.B.L.-HSG program, those involved with the Executive M.B.L. organization and former faculty members of the Executive M.B.L.-HSG program. All members of the Executive M.B.L.-HSG Alumni Association, which are registered members, having paid their membership-dues in the past year by 31st of December 2020, are considered as lifelong members. The Executive Board decides on Honorary Members, Honorary President(s) and on all exceptions.

Activities & services Art. 14 Activities and services of the Association are determined by the Executive Board. As a rule, an annual congress shall take place for further development and networking of members. The Executive Board determines the program and location of the event.

Finances Art. 15 Association revenues derive from membership dues and voluntary contributions.

Membership dues comprise a one off payment of CHF 500 CHF for a lifelong membership.

Executive Board members and other delegated individuals vested with the power to represent the Association shall have dual signing authority.

The board may release rules of procedures if it deems necessary.

Liability Art. 16 The Association's liability is limited to the Association's assets. Member's liability is limited to the membership dues.

Financial year Art. 17 The Executive Board determines the financial year.

Dissolution Art. 18 Allocation of assets upon dissolution of the Association is decided by the General Assembly by a 3/4 majority of the votes cast. Assets should be allocated to an institution that serves the research or promotion of European and international business law.

These Bylaws enter into force by January 1st 2021, after having been approved by the General Assembly in 2020.