

# Bylaws Wikimedia CH

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## § 1 Name, place of residence, and fiscal year

1. The association will be named "Wikimedia CH" – Association for the advancement of free knowledge – referred to hereafter as "the Association" – and will be established according to § 60 and following of the Swiss civil code book.
2. The place of residence of the Association is Lugano.
3. The fiscal year is equivalent to the calendar year.
4. Communication within the Association will be in the language of the board members.

## § 2 Statement of purpose

1. The purpose of the Association is to support the creation, collection and distribution of Open Content in a not-for-profit way in order to support education and the equal opportunity of access to knowledge. In terms of the Association, Open Content refers to all work that has been placed by its author under a license, which allows everybody to modify and distribute these works. In addition, the awareness of the related social and philosophical issues will be enhanced.
2. For collection and distribution of Open Content, Wikis should be used predominantly, yet not exclusively. Wikis are software systems accessible via the Internet which let their users both access and modify content, thus enabling the joint creation of such content.

The most prominent example of this principle is the free encyclopedia "Wikipedia" initiated by Larry Sanger and Jimmy D. Wales which is operated by the Wikimedia Foundation.

3. The Association shares the objectives of the Wikimedia Foundation, Inc., a not-for-profit organisation based in the USA. The Wikimedia Foundation coordinates activities along the lines of the Association's purpose within the international sector, and manages the name Wikimedia as well as the names of the various international Wikimedia projects.
4. The Association's purpose is to be pursued by:
  - a. the operation and the funding of operation of online systems for creation, collection and distribution of Free Content.
  - b. the distribution and the support of distribution of Free Content by other means, eg. in digital or printed form, with focus on the contents of the international Wikimedia projects.
  - c. the acquisition, provision and distribution of information and public relations work relating to Free Content, Wikis and the various Wikimedia projects through events or printed media.
  - d. resolving scientific, social, cultural and legal issues relating to Free Content and Wikis, eg. through expert opinions, surveys, studies, and the awarding of scholarships.
  - e. the support of the interchange and cooperation of the Wikimedia-projects in various languages, especially German, French, Italian and Rhaeto-Romanic, as well as in Swiss dialects in the Alemannic Wikimedia-projects.
5. In their activities the Association does not allow and prevents any discrimination against current or prospective users and employees on the basis of race, color, gender, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristics.
6. The Association may collect funds for or transfer them to other tax-exempt corporations or corporations under public law, if they are used exclusively for the purposes mentioned above, and it may hold shares or be a member of such corporations. In addition, the Association may transfer funds within the framework of the operations deemed necessary for its financing, as well as resulting from asset management operations (such as financial investments).
7. The Association does not pursue commercial aims and does not seek to make profit.
8. Funds of the Association can only be used for purposes stated in these statutes, subject to the operations necessary for the financing of the Association, as well as the ordinary asset management operations (such as financial investments), as described in Article 15. Its members do not, as members, get any financial benefits from the Association's funds. Members may not receive any part of the assets of the Association when they cancel their membership, or when the Association is dissolved or terminated. No person may benefit by using expenditures which are not necessary for the promotion of its aims or through disproportionately high payments.

## **§ 3 Membership**

1. Any individual or legal entity can become a member.
2. The Association consists of regular and honorary members and sponsors.

3. Any individual who wants to work actively in the Association, or on one of the projects supported by the Association and/or wants to support the Association financially, can become a regular member. Every individual or legal entity who does not want to actively participate but rather promote and support the aims of the Association can become a sponsor.
4. Individuals may become honorary members when they render the Association a great service. A vote of the general assembly is necessary to elect honorary members.

## **§ 4 Membership rights and obligations**

1. Members are entitled to participate in all of the Association's activities and events. They are further entitled to file motions with the board and the general assembly. Motions of members to the general assembly must be filed in with the board in writing at least four weeks prior to the general assembly.
2. Members are obliged to support the Association and its purpose in a proper way — also in public — and to pay their membership fees as defined in the statutes in a timely manner. Furthermore, they are required to communicate to the Association any change in their email or postal address. The member is solely responsible for any consequences resulting from the failure to comply with these obligations and releases the Association from any such responsibility.
3. Active members have active and passive voting rights as well as the right to speak, file a motion and vote on motions in the general assemblies.
4. Sponsors have the right to speak and file a motion under the same conditions as active members. However, they have no voting rights.
5. Honorable members are not required to pay membership fees, but otherwise have all the rights and obligations as active members.

## **§ 5 Beginning and termination of memberships**

1. Applications for membership are to be submitted to the board by post or email. Once the board approves the application and the payment of the registration fee is processed, the membership process is completed.
2. Membership ceases through resignation, exclusion or failure to pay the membership fee.
3. Notice of termination of membership is to be submitted in writing to the board. The period of notice is one month and is effective upon confirmation by the board. At the expressed wish of the member, termination of the membership can be effective immediately, however full fees for the current fiscal year are still due.
4. The board may expel a member with immediate effect for serious cause if the member acts in a manner disrespectful of the rules, regulations and statutes or the interests of the Association. A two-third majority vote in the board is required to expell a member. Before the board vote, the member must receive a two-week period in which they may respond to the accusations to the board. Expelled members may appeal the decision within 30 days of receiving notice. The appeal is to be submitted to the general assembly through the board.

5. Termination of membership, for whichever reason, results in the loss of all rights associated with the membership. The reimbursement of membership fees, donations or any other sponsoring is expressly denied. This does not affect the Association's claim on any open fees.
6. The membership is terminated through expunction, if the membership fees have not been paid in the required form. If the membership fees have not been settled during the usual term of payment, a first reminder will be issued. A second reminder follows not earlier than thirty days later. The expunction takes place at the earliest two weeks after the second reminder has been issued. All reminders are sent in writing. The board determines through ordinary decision the person or persons who are entitled to expunge and responsible for expunging members. The member concerned will be made aware of the expunction in written form, and the board will receive notice of it in adequate form.

## **§ 6 Membership fees**

The amount of the annual membership fees is set by the general assembly. The board can decide to exempt any member from paying the membership fees for a given year. Number of exemptions and rationales will be notified in the Annual Report.

## **§ 7 Organization of the Association**

The Association consists of the following bodies:

1. the general assembly.
2. the board.
3. the advisory council.
4. the executive office.

## **§ 8 General Assembly**

1. The general assembly has the power to decide on fundamental questions and issues of the Association. In particular, the following issues are within its scope:
  - a. to elect each board member for the term mentioned in § 10,
  - b. to confirm annually the choice for the auditing company,
  - c. to receive and approve the annual report, the annual financial report and the auditors report,
  - d. to discharge annually the board and auditors,
  - e. to set the annual membership fees,
  - f. to approve the statutes and any changes thereto,
  - g. to consult and decide on current motions filed by members or the board,
  - h. to decide on the expulsion of members by simple majority,
  - i. to decide on the eventual dissolution of the Association.

2. The board is to call an annual general assembly which must take place in the first half of the calendar year. An announcement to save the date and the event must be sent out by post or email at least three months before, the agenda and proposed elections at least two weeks prior to the general assembly. The annual report, the annual financial report, the auditors report and the annual budget must be made available at least two weeks prior to the general assembly.
3. The board is obliged to call an immediate extraordinary general assembly if the interests of the Association demand it, or if 10% of the members, but at least 10 members, submit a written request outlining the purpose and reasons for the meeting to the board. Precise details of the grounds for the extraordinary general meeting are to be included in the invitation.
4. Minutes of the general assembly recording all decisions are to be taken during the meeting and made available to all members within 60 days after the general assembly.

## **§ 9 Voting rights/quorum**

1. Every voting member has one vote. Voting rights are not transferable.
2. Every general assembly called in accordance with the statutes has quorum.
3. The general assembly passes motions by simple majority of given and valid votes. A tied vote is considered a denial of the motion.
4. For motions regarding changes to the statutes or the dissolution of the Association to be passed, a two-thirds majority vote is required of those present.

## **§ 10 Board**

1. The board consists of 4 to 7 members, including the president, all elected by simple majority, seats are allocated according to the ranking.
2. Each year half of the board members (alternate modus, one year three members the following year four members and so on. Only for the 2019/2020 term: according to the ranking the first three members are elected for two years, whereas the other board members for one year) are elected for two-year terms. Repeated re-election to a maximum of three terms is permitted.
3. The board passes motions by simple majority votes. In the event of a tied vote, the president casts the deciding vote. The board has quorum when at least half of its members partake in the vote. Minutes of the meeting are recorded in order to keep record of the decisions. The board communicates regularly, past and future activities as well as important decisions. Otherwise the board constitutes itself.
4. The board settles or delegates all dealings of the Association that are not the responsibility of other bodies of the Association as defined by the statutes.
5. The board must account to the general assembly for its actions.
6. Two signatures of board members are required to be legally binding for the Association.
7. The liability of the board is limited to intent and gross negligence.
8. The members of the board are volunteers and are on principle only entitled to reimbursement of their actual expenses and cash expenditure. Adequate compensation can be arranged for particular services of individual board members.

## § 11 Advisory Council

1. An advisory council may be created. Members of the advisory council shall possess the desire to serve the association and support the work of the board by providing expertise and professional knowledge. Members of the advisory council are exclusively advisory to the board and have no duties, voting privileges, nor obligations for attendance at board meetings.
2. Members of the advisory council are appointed or removed by the board by simple majority.
3. The members of the advisory council are volunteers and are on principle only entitled to reimbursement of their actual expenses and cash expenditure. Adequate compensation can be arranged for particular services of individual members of the advisory council.

## § 12 Executive Office

1. The executive office consists of at least one member, which will be designated by the board.
2. The executive office will have day to day operational responsibilities to support the Association and provide advice to the board.

## § 13 Finances

1. The board is responsible for keeping the main financial books of the Association and for managing the Association's financial capital.
2. The financial obligations of the Association are to be settled exclusively by the Association's finances. Personal liability of the Association members is expressly excluded.

## § 14 Signatures and Authorizations

1. Each member of the board will have a right of signature, with the need to have two signatures.
2. It is sufficient to have the signature of at least two members of the board for each document to have legal validity.
3. The board can delegate, in its discretion, the right of signature also to a member of the executive office, but in **principle** with the requirement of having at least two signatures, with one being the signature of a board member, **unless provided otherwise in an internal policy adopted by the Board within its delegation power.**

## § 15 Financing Methods

1. The Association can use the necessary financing methods to meet its objectives.
2. The Association can finance its operations by means of annual membership contributions, donations, fundraising, crowdfunding or the use of subsidies or contributions granted by organizations.

## **§ 16 Dissolution of the Association**

1. Upon dissolution of the Association, the remaining capital is to be donated to a tax-exempt entity with equal or similar aims. The distribution amongst members is prohibited. The recipient of the capital is to be decided by the general assembly together with the passing of the motion to dissolve the Association.
2. Current board members are to act as liquidators unless the general assembly votes otherwise.

## **§ 17 Effective Date**

1. The bylaws have been approved by the general assembly on April 29, 2023.