

Articles of Association of *actionuni*

based on the Articles of Association dated June 24, 2022

Name and domicile

Section 1 An association as defined by Art. 60 ff. ZGB has been established under the name “actionuni”. Its registered office is in Zurich. The association shall be independent in terms of politics and religion.

Objective and purpose

Section 2 *actionuni* is the umbrella organization for academic mid-level staff at Swiss higher education institutions, as defined by Art. 2 Abs. 2 para. 2 of the Federal Act on Funding and Coordination of the Swiss Higher Education Sector (Higher Education Act) and other Swiss research performing institutions.

Section 3 The purpose of *actionuni* is to represent the interests of academic mid-level staff in Switzerland in regard to higher education and research policy on a national and international level. In particular, this includes:

- a) Coordinating, expressing, communicating, and representing the interests and concerns of the academic mid-level staff in Switzerland on both national and international levels;
- b) Advocating on behalf of the academic mid-level staff in Switzerland to stakeholders in the area of higher education and research;
- c) Facilitating the exchange of information, of opinion formation, and of solidarity within academic mid-level staff in Switzerland.

Revenue

Section 4 The association shall draw on the following resources to pursue its purpose:

- a) Membership contributions
- b) Income from service agreements
- c) Donations and grants of any kind

Membership contributions

Section 5 The value of the annual membership contribution shall be determined each year by the general meeting.

Section 6 Contribution reductions or waivers are possible. To this end, the member should submit a justified request to the *actionuni* board of directors at least one week before the general meeting.

Membership

Section 7 Members of *actionuni* shall consist of legal entities who support the *actionuni*'s purpose.

Section 8 Members are organizations of academic mid-level staff in Switzerland at recognized higher education institutions in Switzerland and, accordingly, fall into at least one of the following types:

- a) Universities (cantonal universities and federal institutes of technology)
- b) Universities of applied sciences
- c) Universities of teacher education
- d) Other research and/or higher education institutions

Section 9 Interested natural persons or organizations supporting *actionuni*'s purpose may join *actionuni* as observers.

Section 10 Applications for membership must be made in writing to the board of directors. Admission is decided by the general meeting.

Section 11 The members shall send at least one representative, in person or online, to the general meeting (see Section 24).

Section 12 The members shall pay the annual membership contribution (see Section 5). In case they neither pay the contribution nor obtain the reduction or waiver, their rights to vote in the general meeting shall be suspended.

Membership expiry

Section 13 Membership shall expire upon resignation, exclusion, or dissolution.

Membership resignation and exclusion

Section 14 Resignation from *actionuni* is possible anytime. A resignation letter shall be sent to the board of directors at least one week before the ordinary general meeting. The full membership contribution shall be paid even if the last year of membership is incomplete.

Section 15 A member can be excluded at any time by the general meeting on grounds that he significantly harms the interests of *actionuni*.

Association's governing bodies

Section 16 The governing bodies of *actionuni* shall consist of:

- a) The general meeting
- b) The board of directors
- c) The auditors

General meeting

Section 17 The general meeting is the association's supreme governing body. Ordinary general meetings shall take place every year.

Section 18 Members shall be invited to the general meeting at least 15 days in advance in conjunction with a written list of the agenda items. Invitations may be sent out by email.

Section 19 Submissions to the general meeting shall be sent in writing to the board of directors 7 days in advance.

Section 20 The board of directors, or one-fifth of the members, may request the convocation of an extraordinary general meeting at any time if they state the purpose of the meeting. The meeting shall take place no later than 4 weeks after receipt of the request.

Section 21 Observers may attend the general meeting.

Section 22 Guests may be invited to the general meeting.

Section 23 The general meeting has the following non-withdrawable responsibilities and powers:

- a) Election of the chair for the general meeting
- b) Approval of the minutes of the last general meeting
- c) Approval of the annual report of the board of directors
- d) Reception of the audit report and approval of the annual accounts
- e) Discharge of the board of directors
- f) Election of the presidency, the remaining board members, the auditors, and the delegates¹
- g) Decision on admittance of new members
- h) Decision on exclusion of members
- i) Determination of the membership contributions
- j) Approval of the annual budget
- k) Amendments of the articles of association
- l) Resolution on the general policy of *actionuni* for the upcoming fiscal year
- m) Resolution on submissions by the board of directors and the members
- n) Resolution on dissolution of the association and appropriation of the liquidation proceeds

¹Whenever possible, attention should be paid to a balanced gender ratio as well as an appropriate representation of the language regions and types of higher education institutions.

- Section 24** The general meeting has a quorum if at least one third of the members with voting rights are represented by at least one representative. If the meeting does not constitute a quorum, another general meeting must be convened within one month. The invitation must be sent out at least 10 days before the meeting. This general meeting shall constitute a quorum under all circumstances.
- Section 25** The members shall report their representatives for the general meeting to the board of directors, and the number (or its estimate) of their academic mid-level staff members of the respective year.
- Section 26** The number of representative votes per member is calculated according to its number of academic mid-level staff members. A representative may cast multiple votes on behalf of other representatives from their organization.
- Section 27** The number of votes per member is calculated according to the following formula:
- a) Up to 1000 academic mid-level staff members of the respective organization: 2 votes;
 - b) 1001 to 4000 academic mid-level staff members of the respective organization: 3 votes;
 - c) More than 4000 academic mid-level staff members of the respective organization: 4 votes.
- Section 28** The number of academic mid-level staff members of the respective organization reported to the board of directors by the members is decisive for the number of votes.
- Section 29** The representatives of the members must be members of the member organization.
- Section 30** A representative can only represent one member.
- Section 31** Unless otherwise defined elsewhere, resolutions are adopted by a simple majority vote. The members shall pass resolutions with a relative majority of the votes cast. Abstentions and invalid votes shall not count. In the case of tied votes, the chair of the general meeting shall cast the deciding vote.
- Section 32** Amendments of the articles of association shall require the approval of a two-thirds majority of the votes cast.
- Section 33** The board of directors may propose a decision falling within the remit of the general meeting by means of a circular vote. Members shall have a minimum of 15 days to make their decision. Following the formula of the number of votes per member, a qualified majority of two thirds is required for a vote to be accepted (see Section 27). A quorum is reached if at least one third of members with voting rights vote.

Board of directors

Section 34 The board of directors shall consist of a minimum of three individuals: at least one president (the presidency) and a treasurer.

Section 35 The members of the board of directors (board members) may hold several positions.

Section 36 Their term in office shall amount to one year. Re-elections are possible.

Section 37 The board of directors shall constitute itself with the exception of the presidency.

Section 38 The board of directors shall convene as often as the association's affairs require. All members may request the convocation of a meeting, stating grounds for this request.

Section 39 The board of directors shall manage the association's current affairs and represent the association externally. In addition, its remit includes the following:

- a) Electing additional board members, as the need arises, during the course of the *actionuni's* fiscal year;
- b) Selecting the delegates of *actionuni* to external bodies and stakeholders in the area of Swiss Higher Education Policy, as the need arises, during the course of *actionuni's* fiscal year;
- c) Electing observers and retracting the status of observers;
- d) Establishing working groups consisting of board members or observers.

Section 40 The board of directors has all the powers that are not entrusted to another body by or pursuant to these articles of association.

Section 41 Decisions by the board of directors shall be adopted by a simple majority of the members present. In the event of a tie, the presidency shall have the casting vote.

Section 42 If none of the members requests an oral discussion, decisions may be passed in writing (including email and instant messaging platforms, such as slack).

Section 43 Board members shall principally perform their duties on a voluntary basis. They are entitled to the reimbursement of their actual expenses.

Auditors

Section 44 The general meeting shall elect 2 auditors affiliated to a member and not belonging to the board of directors.

Section 45 The term in office lasts one year; re-elections are possible.

Section 46 The auditors shall verify the accuracy of the annual statement and submit a report and motion to the board of directors for the attention of the general meeting.

Authorised signatories

Section 47 *actionuni* shall be bound by the collective signatures of (i) the presidency or the treasurer and, (ii) another board member.

Liability

Section 48 *actionuni*'s assets shall be solely liable for the association's debts. Personal liability of the members and board members is excluded.

Dissolution of the association

Section 49 The dissolution of *actionuni* may be decided by a two thirds majority of members participating in the vote at the general meeting. This provision can only be rescinded with a two thirds majority at the general meeting.

Section 50 Upon dissolution of the association, its' assets shall be transferred to a tax-exempt organization that pursues the same or a similar purpose. Distribution of the assets among the members is excluded.

Binding version

Section 51 If there are translations of these articles of association, the original English text takes precedence under all circumstances.

Entry into Force

Section 52 These current articles of association were adopted by the general meeting of *actionuni* on December 12, 2025, with immediate effect.