GSE Statutes – Table of Contents

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1 Name, Residence and Language

1.1 Name

The Organisation is established as a non-profit making association under the name GUIDE SHARE EUROPE (hereinafter referred to as "the Association").

1.2 Residence

The Association is established under the laws of Switzerland and resident in Switzerland in the municipality wherever the Association's administration office resides.

1.3 Language

The official language of the Association is English.

2 Purposes

The Association is a volunteer led organisation.

The Association provides Members with:

Guidance: the ability to share knowledge between Members, and between vendors and members to assist in the implementation and operation of Information Technology (IT) solutions.

Influence: the ability to influence the suppliers of products, solutions and services being offered to our Members and to ensure that vendors and other IT related bodies act in the best interests of our Members.

Vision: the ability to help our Members understand and contribute to the way the IT industry develops.

Education: the ability for our Members to access high quality technical and management information from a variety of sources including IT vendors, other Members and educational bodies.

3 Membership

Members are companies, organisations and individuals who use IT equipment and services.

3.1 Membership Classes

Membership will only be given to those who meet the criteria as defined in the Policies. The Association recognises the following classes of Membership:

3.1.1 Installation Members

Installation Members have voting right.

3.1.2 Associate Members

Associate Members have no voting right.

3.1.3 Individual Members

Individual Members have no voting right.

3.2 Votes

Installation Members will have one vote each.

3.3 Representatives

Members shall designate one person from within their organisation as their Representative.

3.4 Delegates

All Members with the exception of Individual Members, may select persons from within their organisation, in addition to the Representative, to attend any event organised by the Association that is open to general attendance by the Members.

3.5 Membership criteria and Application for Membership

Membership of the Association shall be open to any applicant who fulfils the criteria for Membership. The application procedure is defined in the Association's Policies.

No Member shall lose its Membership as a result of changes in the definition of the Membership criteria.

3.6 Termination of Membership

A Member may only terminate its Membership by written resignation with effect from the end of a calendar year. The resignation must be filed with the Association at least three months prior to the end of a calendar year.

3.7 Rights of Installation Members

Installation Members have the right to elect Officers, to be elected, to vote on resolutions and to approve articles, according to the Statutes and Policies.

Installation Members may propose motions as defined in the Statutes and Policies.

A minimum of ten percent of the Installation Members may request the calling of an Extraordinary General Meeting.

3.8 Obligations of all Members

All Members are obliged to pay the appropriate annual Membership fee.

The Members shall be expected to abide by the Association's Statutes and Policies and to attend Association events regularly, to participate in the work of the Association, to respond to Association communications, and to exchange information with other Members.

3.9 Rights of Associate and Individual Members

Associate and Individual Members have all Membership rights except the right to elect Officers, to be elected on European Level, to vote on resolutions and to approve articles.

4 Organisation of the Association

4.1 Regions

A wide range of the Association's activities are performed in the Regions, as described in the Policies.

All Members of the Association are at the same time Members of their respective Region; all Members of a Region are at the same time Members of the Association.

4.2 Bodies of the Association

4.2.1 General meeting

The General Meeting of the Membership consists of all Installation Members. It is the highest authority of the Association.

4.2.3 European Committee

The European Committee is the representative body of the Membership at the European level.

4.2.4 Steering Committee

The Steering Committee is the common body of the European and the representative body of the Membership of the Regions.

4.2.5 Technical Committee

The Technical Committee is the body responsible for technical issues at the European level.

4.3 Internal Organisation

The Association shall be structured in such a way that the European and Steering Committee may most effectively conduct the affairs of the Association and fulfil its purposes.

5 Officers and Functions

All Officers shall hold office and perform their functions in accordance with the Association's Statutes and Policies.

All Elected Officers on European Level must at the time of their nomination, election, and during their term of office be a Representative or Delegate of an Installation Member.

In the event of a vacancy occurring for whatsoever reason in any Elected Office, the Steering Committee shall appoint an Officer-ad-interim to take charge of this Office until the beginning of the regular term of an Elected successor. Officers-ad-interim are considered Elected Officers for the purpose of interpreting their powers and duties under the Associations Statutes and Policies.

Appointed Officers and invited persons shall have no voting rights in any Committee.

5.1 European Committee

5.1.1 Members of the European Committee

The European Committee consists of :

(a) The Immediate Past President.

(b) Elected Officers, i.e. the President, the Director of Administration and Finance and a number of other Officers not exceeding two. Candidates for these offices are elected by the Steering Committee. The nomination and election procedure follows the rules of the Statutes and is further determined by the Policies.

(c) Appointed Officers

5.1.2 Functions of the European Committee

a) Ratify the Sterring Committee's decisions taken in accordance with Article 5.2.2(c).

b) Assume the managerial and operational guidance of the Association and act as the Association's Board of Directors ('Vorstand' as defined by Swiss law (Art. 69 ZGB)) by initiating the desired processes and carrying out all necessary activities.

c) Convene at least one General Meeting in any one calendar year.

d) Make proposals to the SteeringCommittee.

e) Approve proposals made by the Steering Committee.

f) Promote any activities necessary in pursuit of the aims of the Association.

g) Decide on the establishment and organisation of those administrative functions necessary for the best management of the Association's business, and the pursuit of its aims.

h) Establish and maintain the Policies.

i) Establish and maintain Procedures covering strategic actions that are necessary to accomplish the Association's business objectives.

j) Decide on all financial transactions.

k) Establish the annual budget and the annual Membership fee.

l) Give an account of the Association's financial and operational status.

m) Authorise a Region to be represented in any country belonging to the Region by a legal body, provided the Statutes and Policies of this body, and any changes to these Statutes and Policies are approved by the European Committee.

5.1.3 The President

(a) The President shall be the Chief Executive Officer of the Association, and shall have general supervision over the affairs of the Association.

(b) The President shall, if present, preside over the General Meetings, all meetings of the European Committee, and of the Steering Committee.

(c) At the President's request, or during his absence, all duties normally undertaken by him will be carried out by the ex officio or elected Member of the Steering Committee designated by the President.

(d) In cases of an equal division of votes, the President or in his absence his deputy has the casting vote.

(e) The President or in his absence his deputy can commit the Association by his signature.

5.2 Steering Committee

5.2.1 Members of the Steering Committee

The Steering Committee consists of all Officers of the European Committee, the Region Managers and Appointed Officers.

The President is the Chairman of the Steering Committee.

Each Officer with voting right has one vote in the Steering Committee. In cases of an equal division of votes, the President or in his absence his deputy has the casting vote.

5.2.2 Functions of the Steering Committee

The functions of the Steering Committee are:

(a) Election of the Officers of the European Committee (excluding the ex officio Members).
(b) Election of the Auditors.
(c) Approval of a Region Manager.
(d) Dismissal of Officers for justified reasons.

(e) Decide on granting or rejecting Membership or Membership class.
(f) Appoint Appointed Officers.
(g) Proposal of Motions to the General Meeting.
(h) Co-ordinate activities and affairs across Regions.
(i) Make proposals to the European Committee.
(j) Exclude Members for justified reasons, other than non-payment.
(k) Approve proposals made by the European Committee.
(l) Approve the Policies established by the European Committee.
(m) Approve the budget, the accounts, and the annual Membership fee proposed by the European Committee.

5.3 Technical Committee

5.3.1 Members of the Technical Committee

The Technical Committee consists of all Technical Co-ordinators and Appointed Officers.

5.3.2 Functions of the Technical Committee

Functions are defined in the Policies.

5.3.3 Meetings

The Technical Coordinators meet regulary with the European Committee and the Steering Committee. If there is a need for a separate meeting, the Technical Committee has to appoint a Chairman for this meeting. In cases of an equal division of votes, this Chairman has the casting vote.

5.4 Procedures

(a) Four weeks' notice must be given of all meetings of the European Committee, and the Steering Committee, unless otherwise decided by unanimous decision of the respective committees.

(b) The quorum necessary for decisions taken at meetings of the European Committee or the Steering Committee shall be at least two thirds of the voting Members.

(c) Except as expressly required by these Statutes or by law, all decisions of duly constituted meetings of the European or Steering Committee shall be taken by a simple majority.

(d) If a quorum is not present, those present may decide on a date and venue to re-convene the meeting. All voting Officers who were entitled to receive notice of the meeting to be re-convened shall be given at least four weeks' notice of the date and venue of the re-convened meeting. No quorum will be necessary at the re-convened meeting.

(e) Participating at a Committee meeting are the members of the Committee and anyone invited by the Chairman of the Committee.

6 Elections

6.1 The President and the European Committee

The President and the European Committee (excluding the ex officio Members) are elected for five (5) years by the Steering Committee.

6.2 Steering Committee

The Region Managers are nominated and elected for five (5) years by the Members of the respective Region.

6.3 Technical Committee

The Technical Coordinators are nominated by the Regions.

6.4 Auditors

The external Auditors are elected in even years by the Steering Committee at the same time as the European Committee .

6.5 Terms of Office

(a) The term of office for elected Officers is two years.

(b) The term of office begins on January 1 of the year following the election.

(c) The term of office of any Elected Officer may be terminated by a two thirds majority of the Steering Committee.

(d) The term of office of an Appointed Officer may be terminated at any time by a two thirds majority of the Steering Committee.

7 Meetings

7.1 General Meeting of Members

7.1.1 Authority

The General Meeting is the highest authority of the Association.

The General Meeting can pass resolutions concerning all matters. Decisions are taken by simple majority vote unless otherwise indicated.

The following types of resolution can only be adopted by a General Meeting:

a) Amendment of the Articles of Association
b) Vote on motions

During at least one General Meeting in a calendar year the Members approve the Association's management by discharging the Officers of the European Committee and the Regions Committee of their responsibilities for the past business year.

7.1.2 Frequency, Notice and Agenda

The European Committee will determine the frequency, dates, and venues of General Meetings, with the purpose of gathering the largest number of Members. On the occasion of at least one such meeting each calendar year the President will report on the Association's situation.

Notice of date and place of the General Meeting to the Membership shall be distributed to the Members by postal mail or any other legal way, as mentioned in the Policies, not less than ten weeks before the meeting.

The agenda of the General Meeting including all Motions to be put to a General Meeting shall be distributed to the Members by postal mail or any other legal way, as mentioned in the Policies, not less than three weeks prior to the meeting.

7.1.3 Postal Vote

Decisions can also be taken by postal vote, provided that one-tenth of the Installation Members do not solicit the convening of a Extraordinary Meeting within six weeks from the time of despatching by postal mail or any other legal way, as mentioned in the Policies, all necessary documents for voting purposes. At least one-tenth of the Installation Members must register their vote within six weeks to commit the Association.
Postal vote can be done by postal mail or any other legal way, as mentioned in the Policies.

7.1.4 Motions

Any Member may propose a Motion, provided this Motion is supported by at least five percent of the Installation Members or approved or proposed by the Steering Committee. Such a proposal has to be filed to the Association at least eight weeks prior to a General Meeting.

Any Motion supported by at least five percent of the Installation Members or approved or proposed by the Steering Committee must be distributed to the Members by postal mail or any other legal way, as mentioned in the Policies, at least three weeks before the date appointed for that decision.

The quorum necessary for voting on Motions supported by at least five percent of the Installation Members and not approved or proposed by the Steering Committee shall be at least two thirds of the Installation Members.

Motions concerning a modification of the Statutes may be adopted at any General Meeting, or by postal vote subject to a two thirds majority of those voting; the adoption of all other Motions require a simple majority.

7.2 Committee Meetings

All Committees will meet on being convened by the President.
If separate Region or Technical Committee meetings are deemed necessary by more than three Region Managers or Technical Coordinators, such meetings can be convened by the respective Committee itself.

Convening a meeting implies that reasonable efforts have been made to inform all Committee Members in time for them to attend the meeting.

8 Responsibilities

8.1 Confidential Information

The Association shall have no responsibility with respect to information relating to any Member considered to be proprietary or confidential. All techniques, programs, data, or other information disclosed by any speaker, in written or oral form, at any event organised by the Association or offered for publication by the Association in any form, shall be considered non-proprietary, and neither the Association, its Officers, nor its Members shall incur any liability in the event of disclosure to third parties by the Association or any of its Members.

Members may request that information communicated to the Association should be "not for publication". The Association may, at the discretion of the European Committee, publish any communication that is not so marked.

8.2 Liability

No liability of any kind for damage arising from errors or omissions in the preparation, recording, or communication of programs or information concerning them shall attach to the Association, its Officers, Members, or their staff.

Programs or information shall be furnished by the originating Member on the understanding that such Member shall not be liable for any loss caused by the acts or omissions of the originating Member's officers, agents, or employees. Each Member shall receive any program or information at his own risk, and on the understanding that the originating Member does not guarantee it to be correct.

The Association cannot be held liable for any actions of its Representatives unless so expressly provided by law.

Members of the Committees cannot be held personally liable for any action they undertake in accordance with the Articles and Policies of the Association unless so expressly provided by law.

Membership liability is limited to the payment of annual Membership fees.

9 Resources and Finances

9.1 Annual Membership fee

The main source of financing is the annual Membership fee.

9.2 Finances

The Director of Administration and Finance is the person responsible for the Association's finances.

The Director of Administration and Finance shall maintain bank accounts in the name of the Association. Signature power shall be determined in the Policies.

The debts of the Association are only payable out of the Association's assets.

9.3 Annual report

The Association's fiscal year is the calendar year.

The Director of Administration and Finance will report annually on the financial situation of the Association at the occasion of a General Meeting, when the audited accounts will be submitted for approval.

9.4 Reserve Funds

In order to secure the financial basis of the Association and especially to provide for unforeseen events, reserve funds shall be maintained.

These reserve funds should be so budgeted that the amount at the end of a fiscal year is at least 70% of the budgeted expenses for the following year.

The reserve funds should be invested to achieve adequate liquidity with a minimum of risk.

The reserve funds shall be reviewed regularly by the European Committee.

9.5 Audit of the Accounts

Elected external Auditors shall inspect the Association's accounts annually.

10 Liquidation of the Association

10.1 Authority

The liquidation of the Association can only be voted upon by the Association's Members at a General Meeting or by postal vote.

10.2 Qualified Majority

A resolution requiring the liquidation of the Association requires the simple majority of all Installation Members.

10.3 Disposal of Assets

The method of disposal of the Association's assets shall be decided by the meeting at which the resolution for liquidation is accepted, or by an appropriate motion in the case of a postal vote.