



STATUTES

Adopted on 10.03.2023

Modified on 15.04.2023

Preamble

Any designation of a person, status, or function in these statutes applies to all Members equally.

I. Name, seat, purpose, means, and resources

Art. 1: Name and duration

A university association within the meaning of Articles 60 and seq. of the Swiss Civil Code ("CC") is hereby created under the name "Algorithmia" (hereafter, the "Association").

The Association is created with an unlimited duration.

Art. 2: Seat

The headquarters of the Association is located at the Information Management Institute, Rue Abram-Louis-Breguet 2, CH-2000 Neuchâtel, in the Canton of Neuchâtel.

Art. 3: Purpose

The Association is created to:

- Bring together the community of amateurs and professionals, first from the University of Neuchâtel (hereafter, "UniNE"), of computational thinking; and
- Promote and transfer computational thinking knowledge to or from the higher education institution communities of Neuchâtel.

The Association has no profit purposes and is freed from any orientation or attachment of any political or religious nature.

Art. 4: Means

The Association may pursue all lawful activities to achieve its purpose.

In particular, the Association may undertake the following:

- Organize and support educational events related to computational thinking;
- Organize and support conferences related to computational thinking;
- Organize and support tool-building events related to computational thinking;
- Organize and support computational thinking competitions;

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- Organize and support events encouraging encounters between amateurs and professionals of computational thinking; or
 - Raise awareness of the sociological challenges related to computational thinking.

Art. 5: Resources

The resources of the Association may come from donations, subsidies, legacies, sponsorship, partnerships, membership fees, revenues generated by events that the Association organizes, as well as any other resource authorized by the law. All resources of the Association shall be used exclusively for its not-for-profit purposes.

Art. 6: Liability

The Association is solely liable for its debts and obligations, which are guaranteed by its property, to the exclusion of all individual responsibility of its Members.

II. Members

Art. 7: Types of members

The association is composed of at least the Core of the Board (composed of Members) and an unlimited number of active members (the “Members”). Members shall consist of three types, 1) ordinary members who meet UniNE criteria, 2) associate members who don’t meet UniNE criteria but can be elected by the Board, and 3) institutional members that are moral persons with only a consultative voice in decisions to be taken. All members must be interested in the association’s purpose and activities and wish to support them. Any person who has worked significantly for the association may be designated an honorary member, on an honorary basis; this title can be granted posthumously. Honorary members are those who do not fulfil the conditions to be active or associate members of the association, or who do not wish to become such members, but who wish to give moral, financial, material or any other support in accordance with the Association’s purpose.

Art. 8: Beginning of membership

The founders are the initial Members of the Association and must be students and/or staff members from UniNE.

Additional Members must be added as follow: Students and/or staff members from UniNE, or part of another higher education institution can be admitted by the Board as ordinary members at any given time. The Board can submit applications to the General Assembly to admit associate members or institutional members.

Art. 9: End of membership

Membership ceases:

- Upon the resignation of the Member addressed to the Board at least 1 month before the upcoming General Assembly (art. 70 para. 2 CC);
- Upon the death of the Member if such Member is an individual and not the representative of an institution (art. 70 al. 3 CC); or

- By exclusion decided by the General Assembly, (i) in the event of prolonged inactivity (considered as prolonged inactivity is the inactivity of a member between two ordinary general assembly meetings) or (ii) serious prejudice to the Association or to one of its Members, a violation of the statutes, non-payment of fees when applicable. The board can temporarily exclude a member when there is a risk of prejudice to the Association or to one of its Members (art. 72 para. 1, 1st sentence CC).

In any case, the fee for the current year remains due by the existing Member.

A resigning or expelled Member has no right to the Association's assets.

Art. 10: Composition of the members

The Board guarantees that the association is composed at all times of a majority of active students or staff members registered at UniNE.

Art. 11: Membership fees

The General Assembly decides on the principle of membership fees and their amount.

Honorary members are exempt from membership fees (art.71 CC).

III. Organization and governance

Art. 12: Bodies of the association

The bodies of the Association are:

- The General Assembly;
- The Board; and
- Auditors, insofar as this is required by the Swiss law (art. 69b CC).

IV. The General Assembly

Art. 13: Principles of the General Assembly

The General Assembly is the supreme authority of the Association and has the primary power to appoint the Board members within the meaning of the article 64 et seq. CC.

It is composed of all the Members of the Association.

Art. 14: Agenda of the General Assembly

In principle the agenda should include the following:

- The approval of the minutes of the previous General Assembly;
- A report of the Board on its activities;
- A report on finances; and
- A report on the necessary elections of the Board and external auditor(s)

In accordance with principles of good governance, any additional tasks must be submitted sufficiently in advance to allow members to prepare adequately.

Art. 15: Powers of the General Assembly

The General Assembly delegates to the Board the power to administer and represent the Association.

The General Assembly remains with the following inalienable powers:

- Nomination, surveillance, discharge, and revocation of Board members;
- Adoption and amendment of the present Statutes;
- Nomination, surveillance, discharge, and revocation of the external auditor(s);
- Approval of annual reports and audited accounts;
- Exclusion of ordinary members;
- Admission and exclusion of associate and institutional members;
- Creation, and dissolution of Permanent Working Groups ("Sectors");
- Nomination, surveillance, discharge, and revocation of Sector representatives;
- Decision on the dissolution or merger of the Association; and
- Management of all matters that are not the responsibility of other bodies.

Art. 16: Meetings of the General Assembly

Language.

All meetings can be held in English, or in French.

Minutes are recorded in English.

Ordinary meeting of the General Assembly.

The Ordinary meeting(s) takes place at least twice a year, and at best at the beginning of every academic semester. Its date and its agenda must be communicated in writing through adequate means to the members at least two weeks beforehand. Honorary members can participate in ordinary general meetings.

Extraordinary meeting of the General Assembly.

The Extraordinary meetings may be called by the Board or at the request of at least 1/5 of all Members, in accordance with article 64 para. 3 CC. Honorary members can participate in extraordinary meetings.

Convocation.

The Board shall convene the meetings of the General Assembly with a 10 days notice. The agenda of the meetings must be sent with the invitations.

Quorum.

The General Assembly is validly instituted regardless of the number of Members present.

The Chair.

The president, or in their absence, in order, the vice-presidents, the secretary, and the treasurer, (as defined in art. 20 below), shall chair the meetings of the General Assembly.

Art. 17: Decision making and voting rights of the General Assembly

Voting rights.

Each Member shall have an equal voting right at the General Assembly. Honorary members do not have voting rights.

Power of attorney.

Members vote in person. Only Board members with an ordinary membership may vote in person or by proxy.

Process.

Voting takes place by a show of hands. Upon request of a Member, voting may take place by secret ballot.

Majority of votes.

All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statutes do not provide for a different majority. In case of a tie, the president shall have a casting vote.

Decisions by circular letter.

Proposals to which at least 9/10 of the Members have adhered in writing are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.

Minutes.

The meetings of the General Assembly and its decisions are recorded in the minutes.

V. The Board

Art. 18: Principles of the Board

Role and powers.

The Board is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it with regard to third parties in accordance with the Statutes (art. 69 CC). In particular, the Board shall take all necessary measures to achieve the purposes of the Association with the following functions:

- Ensure the application of the present Statutes and any other internal regulations;
- Manage the day-to-day affairs of the association;
- Administer the resources of the Association;
- Manage the accounts;
- Convene and organize the General Assembly; and
- Processing the admissions and expulsions of Members.

Pro-bono.

Board members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses, in accordance with available resources. For activities that exceed the usual scope of the function, each Board member may receive appropriate compensation. Paid employees of the Association may only sit on the Board in an advisory capacity.

Art. 19: Appointment of the Board

The initial Board members are appointed by the founders.

After that, the new Members of the Board are appointed by the General Assembly.

Art. 20: Composition of the Board

Core of the Board.

The Board shall be composed at all times of at least 3 members.

The Board designates among its members the core representatives:

- A. President;
- B. General Secretary; and
- C. Treasurer.

In addition, the Board may nominate vice-presidents as a means to conduct good chair governance of the Board.

At least two members of the Board with signatory powers must be a registered student or a staff member at UniNE (ordinary members).

Honorary members cannot be a member of the board in an administrative capacity, but, at the request of the board, they can have a consultative voice.

Sector representatives.

Nominated representatives of each sector are required to join the Board.

Cumulate roles.

Any Board Member is allowed to cumulate roles, except mandatory roles (President, General Secretary, and Treasurer), within the Association as long as it is in accordance with the principles of good governance.

Art. 21: Representation of the Board

Presidency

The President is endowed with the authority to provide a single signature on all matters related to the Association.

Treasury

For matters concerning the Association's finances, specifically regarding the Association's bank accounts, the Treasurer is endowed with the power to provide a single signature.

Board

In order to validly represent and bind the Association, all other board members, apart from the President and the Treasurer where applicable, must use a collective signature of at least two board members, including at least one core board member. (see art. 20)

Power of attorney

Under specific circumstances, the Association may be represented by another officer or a nominated representative, provided they have been expressly appointed for this purpose by the Board through a power of attorney. This power of attorney will be communicated to all relevant external entities (banks, insurance, etc.) by the board in a suitable and timely manner.

Art. 22: Term of the Board

The Board members are appointed for a 1 year term, renewable indefinitely, in accordance with good governance.

Art. 23: Removal and Resignation of the Board

Removal.

Board members may be removed by the General Assembly for just cause, in particular, if the Board member has violated their obligations towards the Association or if the Board member is not in a position to exercise their functions correctly.

Resignation.

Board members may resign at any time by submitting a written declaration to the president, specifying when the resignation shall take effect.

Vacancy during the term of office.

In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member by co-optation, until the next meeting of the General Assembly.

Art. 24: Delegation of the Board

The Board is entitled to delegate certain of its tasks to one or more of the Board members, including to Board sub-committees, to sectors, to third parties, or to hired employees.

Art. 25: Meetings of the Board

Meetings.

The Board shall meet as often as required, but at least 4 times per academic semester.

Process.

Board members may validly participate in a meeting of the Board in person, by video, by telephone conference, or any other form of communications equipment.

Convocation.

The president of the Board shall convene Board meetings at least 15 days in advance. The president may convene the Board with 3 days' advance notice, where justified by urgent circumstances.

Art. 26: Decision making of the Board

Votes and majority.

Each Board member shall have one vote. Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of the Association do not provide for a different majority. In case of a tie, the president shall have a casting vote.

Decisions by circular letter.

Decisions may also validly be taken by written resolution, including by email.

Minutes.

Board meetings and decisions will be recorded in the minutes of the Board.

VI. Miscellaneous and final provisions

Art. 27: Secretariat

The Board may create a secretariat to manage the day-to-day affairs of the Association.

Art. 28: External auditors

In accordance with article 69b CC, if, in two successive financial years, two of the following values are not exceeded: (1) balance sheet total: CHF 10 million, (2) turnover: CHF 20 million, (3) at least 50 full-time employees, the Association is not subject to an obligation to appoint an External Auditor and is free to organise the auditing of its accounts. The Board may nevertheless decide to appoint one (or more) External Auditor(s), who would prepare a report for the General Assembly's attention.

Art. 29: Bookkeeping

Accounts.

The Board must prepare for each financial year accounts as required by the applicable laws.

Fiscal year.

The fiscal year begins on January 1st and ends on December 31st of each year.

Treasury.

The General Assembly may elect one (or more) auditor(s) for the Ordinary General Assembly to follow. The treasurer must submit their results to the elected auditor(s) before presenting them to the General Assembly and submitting them to the vote.

Art. 30: Amendment of the statutes

The modification of the statutes can only take place by the decision of a general assembly with the approval of 2/3 of the persons present having the right to vote. The change request must be on the agenda. Given the decision by the voting members of the General Assembly an associate member will make the necessary changes in an amendment to the Statutes of the Association and be sent to all necessary bodies. The language of the amendment will be designed and determined to reflect the decision and change deemed necessary by those whom voted on the issue(s) in general.

Art.31: Dissolution

The Association may only be dissolved by a majority vote of 2/3 of all Members.

The dissolution of the association can only be decided at the request of the Board or by 1/2 of all Members, during an Extraordinary General Assembly convened especially for this purpose.

In the event of dissolution, the Board shall proceed with the liquidation of the Association.

The assets shall first serve to pay its creditors. The remaining financial capital is donated in full or divided to the student solidarity funds of UniNE, or other university associations of UniNE. The remaining material capital is transferred to other student associations.

In no event may the assets of the Association be returned to its Members, nor should they use some or all of the assets for their own benefit in any way.

Art. 32: Ratification

The statutes were adopted by the constituent general assembly of 10.03.2023. The statutes enter into force immediately. For everything that is not included in these statutes, refer to articles 60 and following of the Swiss Civil Code.

Neuchâtel, 15.04.2023

If any translation is made, the English version, original, shall prevail.

Place and date of the Extraordinary General Assembly meeting of the Association

Neuchâtel, the 15th April 2023

Neuchâtel, the 15th April 2023

President

General Secretary