

exéc a l

Articles of Association of the Association of Former Students and Friends of the Ecole Cantonale d'Art de Lausanne

Art. 1 - Name and Registered Office

The Association of Former Students and Friends of the Ecole Cantonale d'Art (hereinafter: the Association) was founded in Lausanne, on 5 December 1996, within the meaning of Articles 60 et seq. of the Swiss Civil Code.

The registered office of the Association shall be the Ecole Cantonale d'Art de Lausanne (hereinafter: ECAL).

Art. 2 - Purposes

The Association has laid down the following purposes:

- to create and maintain links between students, former students and friends of ECAL;
- to help former students to find professional work;
- to organise Continuous Professional Development courses and talks related to the disciplines taught at ECAL;
- to participate in the life and development of ECAL;
- to contribute to the regional, national and international influence of ECAL.

Art. 3 - Duration

Its duration shall not be time limited.

Art. 4 - Members

The following may become members of the Association:

- former graduate students of ECAL;
- persons interested in the activities and purposes of ECAL;
- companies or groups interested in the activities of ECAL.

Art. 5 - Membership

Membership and continued membership of the Association shall be dependent upon:

- payment of an annual membership fee;
- the award by the General Assembly of the title of Honorary Member.

Art. 6 - Structures

The structures of the association shall comprise:

- the General Assembly;
- the Committee;
- the Auditors.

Art. 7 - The General Assembly

The General Assembly shall comprise all members. Directed by the President or, failing that, by the Vice-President, it shall meet at least once a year, convened by the Committee at an ordinary General Assembly.

By decision of the Committee or at the written request, giving reasons, of a fifth of the membership, it may meet as an extraordinary General Assembly.

Decisions shall be taken by a majority of voters, excluding the President, who, in the event of a tied vote, shall cast the deciding vote.

Art. 8 - Powers of the General Assembly

As the supreme authority of the Association, the General Assembly shall have the following powers:

- to adopt and amend the Articles of Association;
- to appoint members of the Committee and the President and two Auditors and an Alternate;
- to approve or reject the accounts;

- to set the annual membership fee, as proposed by the Committee;
- to discuss and resolve all items raised on the agenda;
- to choose Honorary Members;
- to decide to revoke membership.

Art. 9 - The Committee

- the Committee, elected by the General Assembly for two years, and eligible for re-election, shall be composed of a minimum of five members and a maximum of nine;
- with the exception of the post of President, which falls under the powers of the General Assembly, it shall be organised internally;
- it shall meet as often as necessary, normally convened by the President;
- decisions shall be taken by the majority of members present; in the event of a tied vote, the president shall have the casting vote.

Art. 10 - Powers of the Committee

The committee shall have the following powers:

- implementation of decisions taken by the General Assembly;
- management of the Association's routine business;
- convening ordinary and extraordinary General Assemblies;
- inviting Auditors;
- appointing working groups;
- representing the Association to third parties;
- awarding prizes if required.

Art. 11 – Auditors

The two Auditors, elected by the General Assembly for two years, and eligible for re-election, shall audit the Association's accounts and present a report to the General Assembly.

Should one of the Auditors be unavailable, he or she shall be replaced by the Alternate.

Art. 12 – Signature

The Association shall be bound by the joint signatures of its President and of one other Committee member.

Art. 13 – Resources

The financial resources of the Association shall comprise:

- annual membership fees;
- gifts of cash or in kind;
- income from events.

Art. 14 - Assets and Liability

The Association's commitments shall be guaranteed by its assets alone. Members shall have no financial liability and shall have no right to its assets.

Art. 15 – Dissolution

Subject to the provisions of Articles 77 and 78 of the Swiss Civil Code, the dissolution of the Association may only be declared by a General Assembly convened for that purpose. The dissolution must be accepted by three quarters of the members present.

Art. 16 – Liquidation

In the event of the dissolution of the association, all its assets shall be realised. All current assets resulting from the liquidation shall be paid into a fund to benefit students.

Art. 17 – Final Provisions

Any issues not resolved by these Articles of Association shall be dealt with under Articles 60 et seq. of the Swiss Civil Code.

As adopted by the constituent General Assembly of 20 January 1997.

[Translated from French into English in October 2019]