

Statutes of Mensa Switzerland



I. Name, Purpose

Article 1: Name, Legal Nature, Languages

- 1 Mensa Switzerland (translated as Mensa Schweiz, Mensa Suisse, Mensa Svizzera, Mensa Svizra) is an association according to Articles 60 seq. of the Swiss Civil Code.
- 2 The Association has its statutory seat in Berne.
- 3 Mensa Switzerland is a multilingual association. Official communication is either in English or in German and French.
- 4 Mensa as an organisation is not defined over a certain religion, philosophy or ideology other than what is derived from the statutes.

Article 2: Purpose

- 1 Mensa's purposes are
 - a) to identify and foster human intelligence for the benefit of humanity;
 - b) to encourage, conduct and publish research in the nature, characteristics, and uses of intelligence;
 - c) to provide a stimulating intellectual and social environment for members.
- 2 Mensa may help to create stimulating intellectual and social contacts between members and non-members.
- 3 Mensa Switzerland is available to the public as a partner in discussing issues about highly gifted children or adults.
- 4 Mensa as an organisation shall not express an opinion as being that of Mensa, take any political action, or have any ideological, philosophical, political or religious affiliation.

Article 3: Relation to Mensa International

- 1 Mensa Switzerland is affiliated with Mensa, an unincorporated international society, and with its constituent member groups.
- 2 As an affiliate, Mensa Switzerland uses the name "Mensa" and its emblem with the permission of Mensa and Mensa International Limited (MIL), the legal owner of the name and mark.
- 3 As a full national Mensa, Mensa Switzerland contributes to the funding of international Mensa by paying an appropriate portion of its income to MIL in accordance with policies adopted by Mensa's International Board of Directors (IBD).
- 4 The Board shall designate the representative of Mensa Switzerland at the International Board of Directors.
- 5 Mensa Switzerland adheres to the constitution of Mensa International, except where its provisions conflict with mandatory Swiss law.

Article 4: Services

- 1 Mensa Switzerland provides an infrastructure to support contact and information exchange between its members. Compulsory parts of that infrastructure are
 - a) an official membership list that is available to all members of Mensa Switzerland but not to non-members,
 - b) the organisation of meetings
 - c) a website of Mensa Switzerland,
 - d) an internet-based broadcasting system that reaches all members who wish to receive such information, but not non-members of Mensa Switzerland.
- 2 Mensa events are generally open to all members. The event organizer may require prior signup, limit the size of an event or impose other restrictions as long as they do not lead to undue discrimination of members.

II. Membership

Article 5: Conditions for Membership

- 1 Persons who have obtained a score within the upper two percent of the general population on an intelligence test that has been approved by the International Supervisory Psychologist and that has been properly administered and supervised shall be eligible for membership within Mensa Switzerland.
- 2 Members have to pay the annual fee, comply with the statutes and permit to have their name and postal address listed in the official membership lists of Mensa Switzerland and Mensa International.

Article 6: Types of Membership:

- 1 There are three types of membership: ordinary member, junior member, and guest member.
- 2 Members who reside in Switzerland or are Swiss citizens, and who are 18 or older at the start of the association's fiscal year, are ordinary members.
- 3 Members who reside in Switzerland or are Swiss citizens, and who are less than 18 years of age at the start of the association's fiscal year, are junior members.
- 4 Members of other national Mensas as well as direct international members are eligible to membership as guest members within Mensa Switzerland.
- 5 Persons who are eligible as members according to Art. 5 but do not reside in Switzerland, can be accepted as guest members by the Board on an individual basis.
- 6 Junior members and guest members are entitled to the same rights and privileges as ordinary members, with the following exceptions:
 - a) Junior members cannot be elected and in order to vote they must be 15 or older at the start of the association's financial year
 - b) Guest members can neither vote nor be elected.

Article 7: Member in Good Standing

- 1 A member 'in good standing' shall be a person who has accepted an offer of membership, has paid all dues owed, and is not currently subject to any sanction imposed by any National Mensa or the International Board of Directors.
- 2 A member who has not paid his/her membership fee within a grace period set by the Board, shall lose his/her membership and leave Mensa 'in bad standing'.

Article 8: Leaving Mensa Switzerland

- 1 Members may leave Mensa Switzerland at any time by giving notice to the membership officer. Unless requested otherwise by the member, his membership terminates by the end of the association's financial year.
- 2 If a member transfers to another national Mensa organisation or Mensa International, his membership terminates immediately.
- 3 No pro-rata membership fees shall be refunded in either case.

III. Bodies of the Organization

A. General Assembly

Article 9: Powers

- 1 The General Assembly (GA) is the highest body of Mensa Switzerland
- 2 The GA elects the Auditors, the Election Supervisor and the Ombudsperson.
- 3 The GA confirms or rejects Board members that have been co-opted by the Board and fills remaining vacancies at any time, even if this is not on the agenda.
- 4 The GA
 - a) reviews the annual report of the Board
 - b) approves or rejects the financial statement
 - c) discharges the Board
 - d) approves or rejects the proposed budget.
- 5 The GA has reserved the right to:
 - a) decide about the amount of the annual membership fee for each type of membership;
 - b) enter obligations with a total volume of potentially more than CHF 10'000. - during their contract period;
 - c) create new paid positions;
 - d) expel members for reasons other than non-payment of fees;
 - e) acquire and sell real estate;
 - f) raise a loan.
- 6 Unless stated otherwise, decisions made by the GA take effect immediately.

Article 10: Conduct of the General Assembly

- 1 The Chairperson of the Board chairs the General Assembly unless the GA elects a president of the day.
- 2 The General Assembly passes its resolutions with the absolute majority of the members present, unless otherwise provided for herein.
- 3 The decision minutes shall be published within 10 days.

Article 11: Annual General Assembly

- 1 The Annual General Assembly (AGA) takes place within 4 months after the end of the financial year.
- 2 The AGA is called by the board according to the following timeline:
 - a) the date shall be published not later than 2 months before the end of the financial year;
 - b) the board's proposed agenda and the town where the AGA takes place shall be published by the end of the financial year;
 - c) requests for additional points on the agenda must reach the board 4 weeks before the

AGA;

d) the final agenda and the financial statement shall be published no later than 2 weeks before the AGA.

Article 12: Extraordinary General Assembly called by the Board

- 1 The Board may call an Extraordinary General Assembly (EGA) by giving all members at least six weeks' notice of the date and agenda for the meeting.
- 2 The EGA must take place in the city of Berne on a Saturday and starts at 11 am.

Article 13: Extraordinary General Assembly requested by Members

- 1 An EGA may be requested by at least 5% of the ordinary members. The request must be submitted in writing and must include the requesters' names and signatures.
- 2 The president and in his absence the vice-president must call an EGA within 14 days following the request, providing the final agenda. Failure to do so is considered an act inimical to Mensa.
- 3 The request to call an EGA must provide for an agenda for the assembly. The Board may add or reorder, but not remove, points to or from this agenda.
- 4 The EGA must take place in the city of Berne on a Saturday and starts at 11 am and must be held at least five and at most eight weeks after the request was received.
- 5 If the responsible Board member fails to meet these demands, the Ombudsperson shall take over to organize the EGA, and shall inform the Board and the members that he has taken over. The necessary expenditures shall be refunded by Mensa Switzerland.

Article 14: Referenda

- 1 On important matters, the board may decide to hold a referendum in which all members may vote. Referenda will be conducted in a manner that gives all members equal access to voting on the measure.
- 2 Referenda will be held either by a secure electronic balloting process or by postal ballot and will be organized by the current election committee.
- 3 The referendum vote shall be consultative and the result submitted to the General assembly for formal confirmation of the proposal.

B. Elected Bodies

Article 15: Elected Bodies

- 1 The regular term of office shall be two years.
- 2 Any ordinary member in good standing may run for the election.
- 3 Members of a body cannot at the same time be part of another body. A member in bad standing is automatically removed from office until the next regular election.
- 4 All elected bodies are elected by the General Assembly. The regular Board elections shall be delegated to the Election Supervisor, who shall present the results to the Annual General Assembly.
- 5 For all bodies, except the Board, the General Assembly shall elect a successor, who shall take office if the elected holder of the office is unable to perform his function.
- 6 The removal of an elected person or body at a GA requires a two-thirds majority of the voting members present. Prior to the vote, the person shall be given reasonable opportunity to explain its position.

a) Board of Directors

Article 16: Responsibilities of the Board

- 1 Mensa Switzerland is managed by a Board of Directors with five members who shall be ordinary members in good standing. They are obliged to manage the association in accordance with decisions taken by the GA.
- 2 The Board members distribute any tasks among themselves including the Chairperson and Vice Chairperson.
- 3 The members of the Board have joint signing authority, one of the two signing members must be the Chairperson or the Vice Chairperson.
- 4 The Board shall present an annual report and a financial report to the General Assembly.
- 5 If the proposed agenda for an EGA includes the removal of the Board or of one or more Board members, the Board shall not engage in any other activities than absolutely necessary for the functioning of Mensa Switzerland, until the EGA has taken place.
- 6 The board may organize or recognize local groups of members to facilitate activities and establish Special Interest Groups according to the guidelines of Mensa International.

Article 16a: Archive

- 1 The board is responsible for maintaining an archive that contains all relevant documents concerning the management decisions, elections and referenda, financial positions, membership activities and legal documents.
- 2 The board may appoint an archivist from the ordinary membership, who will then take responsibility for maintaining the archive.

Article 17: Vacancies; Minimum Number of Board Members

- 1 Subject to the following paragraph a vacancy on the Board may be filled by the Board itself.
- 2 Any Board member appointed in this way will hold office until the following GA where he/she shall be confirmed for the remaining election period.
- 3 If the Board has less than 3 members due to vacancies, it shall convene an Extraordinary General Assembly for the purpose of electing additional members who serve until the end of the current election period.

Article 18: Election of Board Members

- 1 The Board is elected in every odd year.
- 2 The regular elections will be held either by a secure electronic balloting process or by postal ballot and will be organized by the current election committee. The cast of votes is independent of physical presence at a given place and time. The detailed conduct of the elections is described in the "Election Procedures".
- 3 There is always an election, regardless of the number of candidates.
- 4 The election results shall be published shortly after counting, and at least six weeks before the Annual General Assembly. The ballots have to be kept until after the Annual General Assembly.
- 5 The newly elected Board takes office at the end of the following Annual General Assembly

after the election result has been confirmed by the Election Supervisor. These agenda items (report of Election Supervisor and Handover of Office) are mandatory after an election.

- 6 Candidates who have received an explicitly negative result in a Board election are excluded from being co-opted by the Board until the next regular election. In individual cases this limitation may be revoked by the General Assembly.

Article 19: Removal of Board Members

- 1 The GA may remove individual Board members by a two third majority vote of non-confidence. The person concerned shall be given reasonable opportunity to explain herself to the GA.
- 2 The General Assembly may remove the Board as a whole by a two third majority vote of non-confidence, which shall immediately be followed by an election of new Board members, in which the dismissed Board members may run again.

Article 20: Board Meetings

- 1 There shall be at least two regular Board meetings each financial year.
- 2 Board meetings may be called by the Chairperson or by the majority of the Board members on 10-day notice to all Board members.
- 3 The Board may hold ad-hoc meetings without a formal call as long as all Board members are present at such a meeting.
- 4 Any decisions taken shall be documented and published within one week after the Board meeting. This includes all decisions taken since the end of the last Board meeting.

b) Other Elected Bodies

Article 21: Auditors

- 1 The auditors examine the financial statements and evaluate if they comply with the statutes, the Swiss law and common accounting principles.
- 2 The auditors recommend to the General Assembly whether the financial statement presented by the Board should be accepted or rejected.
- 3 They are entitled to inspect any relevant accounts and documents.

Article 22: Election Supervisor

- 1 The Election Supervisor is elected by the General Assembly in every odd year and holds office for two years.
- 2 The Election Supervisor is accountable to the General Assembly and oversees the proper conduct of the (written) elections within the association.
- 3 For this task he/she forms an Election Committee of three ordinary members 'in good standing' which is responsible for the actual conduct of the elections according to the guidelines in the "Election Procedures" document.
- 4 Neither the Supervisor nor any member of the Committee may be current holders of office in any other elected office, or candidates to the office which is being elected.
- 5 The "Election Procedures" document is subject to approval by the General Assembly. The document must be fully compliant with the statutes of the association. The guidelines must be public to all members and shall not be altered during an election period.

Article 23: Ombudsperson

- 1 The Ombudsperson mediates, conciliates and solves conflicts within Mensa Switzerland, if asked to do so by a member.
- 2 The Ombudsperson shall not at the same time have any other official function within Mensa.
- 3 He is obliged to call an EGA requested by members if the Board fails to do so (Article 13).
- 4 In order to effectively communicate with members, he is entitled to implement his own communication platform. Mensa Switzerland shall refund the necessary expenditures.
- 5 Refusing to communicate with the Ombudsperson can be regarded an act inimical to Mensa.
- 6 Should the Ombudsperson be unable to resolve the conflict, the conflict shall be referred to the International Ombudsperson, or to an arbitrator acceptable to all involved parties.

IV. Finances

Article 24: Non Profit

- 1 Mensa Switzerland is a non-profit organization. In the long run, Mensa shall operate on a balanced budget.

Article 25: Financial Year

- 1 The financial year shall end on June 30.

Article 26: Membership Fees

- 1 Membership fees shall be set by the GA and cannot be higher than CHF 120. - per year.

Art 27: Remuneration and Expenses

- 1 Members' work for Mensa Switzerland is generally honorary and unpaid.
- 2 For elected officers, this is mandatory. For other positions, the GA can waive this limitation on an individual basis.
- 3 Any necessary and reasonable expenses incurred by working for Mensa Switzerland shall be refunded according to an expense reimbursement policy.

V. Dispute Resolution

Article 28: Dispute Resolutions

Members having a dispute with Mensa, or with another member arising out of Mensa-related activities, shall exhaust all avenues of settlement and redress within the society before taking the dispute to external authorities. Deliberate failure to do so may be considered an act inimical to Mensa.

Article 29: Disciplinary Actions

- 1 Sanctions may be imposed by the Board on a member who violates the statutes or commits an act inimical to Mensa, provided that the concerned member has been given the reasonable opportunity to explain himself. Such sanctions may include suspension of or removal from an official function as well as restriction of forum access or website

publication rights.

- 2 Sanctions against elected officials can only be imposed by the General Assembly.
- 3 Only the general assembly has the right to exclude members for reasons other than non-payment of the membership fee. The general assembly does not need to justify the expulsion.

VI. Dissolution and Exit

Article 30: Dissolution

- 1 Mensa Switzerland can be dissolved at an Extraordinary General Assembly called specifically for this purpose and by a two-third majority of the voting members present.
- 2 If dissolution is decided, the General Assembly appoints the liquidators.
- 3 Any surplus assets of the association shall be converted into cash and placed on a bank account under the fiduciary control of Mensa International Limited, for the benefit of a new national Mensa organization, which may emerge at a later time.

Article 31: Exit of Mensa Organization

- 1 Mensa Switzerland does not have to be dissolved, if the International Board of Directors does not recognize Mensa Switzerland any more.
- 2 In this case, Mensa Switzerland shall pay any existing obligations from Mensa Switzerland's funds and transfer all testing and membership records to Mensa International Limited.
- 3 Mensa Switzerland then shall call an Extraordinary General Assembly within three months, change the name of Mensa Switzerland and change the statutes in a way that there is no link whatsoever to Mensa International. Up to that moment, the statutes are still valid.
- 4 Subsequently, the association formerly known as Mensa Switzerland ("The Association") immediately discontinues the use of any Mensa logos, trademarks and other intellectual property owned by Mensa International Limited, and transfers any Mensa-related intellectual property owned by The Association to Mensa International Limited at no charge.
- 5 The Association's funds remain its property and will not be distributed to its members. Any surplus assets exceeding one year of membership fees of its current members shall be converted into cash and placed on a bank account under the fiduciary control of Mensa International Limited, as a donation for the benefit of a new national Mensa organization, which may emerge at a later time.

VII. Revision of Statutes

Article 32: Revision of Statutes

- 1 The Board or a group of at least 10 ordinary members in good standing may propose a revision of these statutes to the General Assembly. The proposal shall include the text for the articles to be revised.
- 2 All statute revisions need approval from the appropriate body of Mensa International before they can become effective.
- 3 Whenever possible, both for its own as well as for members' proposals, the board undertakes to secure approval from Mensa International before the General Assembly holds its vote.
- 4 If timing constraints or, in case of member-proposed statute revisions, board opposition, do not allow for Mensa International approval before the General Assembly takes place, the

General Assembly shall hold a conditional vote on the proposal, subject to later approval by Mensa International. The Board shall then submit the revised statutes for approval to Mensa International within two weeks. Once Mensa International has granted approval, the Board notifies the members through the Mensa website. If Mensa International denies approval for the revised statutes, the conditional General Assembly decision is null and void and the existing statutes remain in effect. The board notifies the members through the Mensa website.

- 5 The revised statutes take immediate effect as soon as both the General Assembly and Mensa International have approved them.
- 6 If Mensa International implements new minimum standards for national Mensa statutes which are not covered by these statutes, the board shall draft revised articles and submit them for approval to Mensa International within three months of such decision, and then propose them to the next ordinary General Assembly after approval from Mensa International has been granted.

VIII. Miscellaneous

Article 33: Place of Jurisdiction

- 1 Place of jurisdiction is the association's statutory seat as specified in article 1.

These statutes have been approved by Mensa International on September 11th 2017 and the General Assembly on September 16th 2017. They have become effective on the latter of these two dates.