



**IRSE**  
INSTITUTION OF  
RAILWAY SIGNAL  
ENGINEERS



**IRSE SWISS SECTION**  
**INSTITUTION OF RAILWAY SIGNAL ENGINEERS**

**ARTICLES OF ASSOCIATION**

## I. NAME AND REGISTERED OFFICE

### Preamble

The **INSTITUTION OF RAILWAY SIGNAL ENGINEERS**, abbreviated to **IRSE**, is an international association of railway signal and communications engineers with headquarters in London, Great Britain. The **IRSE's** Memorandum and Articles of Association allow the foundation of local sections. The object and purpose as per Article 3 below are in line with the founding ideals of the **IRSE** and its Memorandum and Articles of Association.

### Art. 1

An association under Articles 60 ff. of the Swiss Civil Code shall exist as a legal person under the name **IRSE SWISS SECTION** hereinafter called **IRSE CH**. The association is established for an indefinite term. **IRSE CH** is an independent local section forming part of the **INSTITUTION OF RAILWAY SIGNAL ENGINEERS**, referred to in the Preamble. **IRSE CH** shall be bound to report annually to the Council and to inform it about its annual programme.

### Art. 2

The registered office of the association shall be the residence or registered office of its serving Chairman in Switzerland.

## II. OBJECT AND PURPOSE

### Art. 3

The object of the association **IRSE CH** shall be to enable IRSE members in Switzerland and surrounding countries to participate periodically in technical and social events.

These events shall serve the following purposes, without limitation:

- to facilitate the informal pooling of experience among members;
- to extend and deepen knowledge in the field of railway engineering;
- To elicit new ideas for current activities and thereby contribute to the further training of members.

### III. MEMBERSHIP

#### Art. 4

a) Individual Membership:

Membership of **IRSE CH** is conditional upon membership of **IRSE**. Accordingly, IRSE members who accept, and are willing to further, the association's object and purpose may apply to join **IRSE CH**. The association shall consist of active members.

Membership applications shall be forwarded in writing to the Chairman. Applications via e-mail shall be accepted as having written form. The Committee shall rule on admission by a simple majority vote.

Interested parties may attend events as guests for a period of 12 months.

Further attendance shall be conditional on applying for membership of **IRSE**. Once such an application has been made, applicants may be admitted as provisional members of **IRSE CH** by the Committee. They shall thus acquire the same rights and obligations as other members. In case of non-admission by **IRSE**, they shall immediately be excluded when the negative decision becomes known.

b) Membership as Affiliated Company:

A Company or registered Organisation may become Member of IRSE CH as affiliated Company provided that: they accept and support the Objective and Purpose of IRSE CH and IRSE and at least one Employee of this company is a Member of IRSE CH according to article 4a). Such affiliated Company is entitled using the Logo of IRSE CH. The right of vote is limited to the individual Member designated by the affiliated Company.

Membership applications shall be forwarded in writing to the Chairman. Applications via e-mail shall be accepted as having written form. The Committee shall rule on admission by a simple majority vote.

In addition the affiliated Company may apply for membership at IRSE Headquarter.

c) Honorary Membership:

according to a request by the Committee the Annual General Meeting may elect an existing Member as Honorary Member. Honorary Members shall be released from paying the annual membership fee of the IRSE Swiss Section.

## **Art. 5**

In addition to the **IRSE** subscription, each member shall pay an annual subscription. The amount payable shall be proposed by the Committee at each annual General Meeting, and adopted by the members.

## **Art. 6**

The following shall cause membership to lapse:

- a) Resignation from **IRSE** or **IRSE CH**
- b) Exclusion from **IRSE** or **IRSE CH**
- c) Death

Resignation shall be given in writing. It shall take effect at the end of a calendar year.

On resignation from **IRSE**, membership shall also lapse at the end of the current calendar year.

The Committee may resolve to exclude any member, by a simple majority, in case of dishonourable conduct or harm to the association's interests. As a rule, an exclusion resolution shall only be taken after hearing the member. Such resolution shall be notified to him in writing and shall have immediate effect.

## **V. ORGANS**

### **Art. 7**

The organs of the association **IRSE CH** shall be as follows:

- a) The General Meeting
- b) The Committee
- c) The auditor
- d) Liaison with the International Technical Committee

## **a) The General Meeting**

### **Art. 8**

The ordinary General Meeting shall be held annually and shall take place in the first six months of the calendar year.

The Committee shall convene the General Meeting in writing, giving at least 20 days' notice and setting forth the agenda.

Motions for the General Meeting shall be submitted in writing to the Chairman at least two weeks beforehand.

E-mail shall generally suffice as written form.

### **Art. 9**

An extraordinary General Meeting shall be convened by resolution of the Committee, at the motion of at least one-fifth of the membership, or at the motion of the auditor. Such a meeting shall be convened at least 10 days in advance.

### **Art. 10**

The tasks and responsibilities of the General Meeting shall be as follows:

- a) To adopt the annual report, the accounts and balance sheet, and the auditor's report
- b) To grant discharge to the Committee and auditor
- c) To establish the annual programme
- d) To set the annual budget and subscriptions
- e) To elect the Chairman, the other Committee members, the liaison to the ITC, and the auditor
- f) To deliberate on motions of the Committee and members
- g) To amend the Articles of Association
- h) To dissolve the association

### **Art. 11**

The General Meeting shall resolve by open ballot and simple majority. Voting shall only take place secretly if expressly requested by a majority of members present. In the event of a tie, the Chairman shall have the casting vote.

Each member present has one vote. Proxies shall not be permitted.

## **b) Committee**

### **Art. 12**

The Committee shall consist of at least three members and shall be elected by the General Meeting for a term of office up to the next Annual General Meeting in each case. The Committee shall be quorate given the presence of at least three members. It shall be convened at the motion of the Chairman or by request of a Committee member. In the event of a tie, the Chairman's vote shall count twice.

If Committee members resign during their term of office, the Committee shall replace them from its own number on an interim basis. The new members shall be appointed by the next General Meeting. Previous Committee members may stand for re-election.

### **Art. 13**

The Committee shall consist of the following:

- a) Chairman
- b) Vice-Chairman
- c) Secretary
- d) Treasurer
- e) Events manager

Cumulative office-holding shall be permitted.

### **Art. 14**

In principle the Committee shall hold all powers not expressly reserved to the General Meeting. In particular, it is authorised:

- a) to prepare and hold ordinary and extraordinary general meetings
- b) to draft amendments of the Articles of Association, motions and regulations
- c) to admit and exclude members
- d) To devise the annual programme.

## **Art. 15**

The Committee shall represent the association in external relations. It shall hold joint, dual power of signature with Chairman.

The Chairman – or, in his absence, another member of the Committee – shall attend the annual IRSE Convention and the IRSE Annual General Meeting as official representative of IRSE CH.

The Chairman has the position of Country Vice President according to IRSE Memorandum and Articles of Association.

## **c) Auditor**

### **Art. 16**

The financial year shall coincide with the calendar year. The accounts shall be closed, and the balance sheet drawn up, on 31 December.

### **Art. 17**

The auditor shall audit the accounts and report in writing to the General Meeting. The auditor shall move that the General Meeting grant or refuse discharge to the Treasurer and Committee.

### **Art. 18**

The General Meeting shall determine the number of auditors, which shall be at least one. It may also provide for alternate auditors.

Committee members shall not simultaneously serve as auditors.

## **d) Liaison with the International Technical Committee of the IRSE**

### **Art. 19**

A Swiss member of the International Technical Committee of the **IRSE** serves as the liaison to this committee. He/She reports on the activities of this committee at least once a year at the General Meeting and collates suggestions for new items to be discussed by the committee. The General Meeting decides which ITC member shall perform this role.

## **VI. ASSETS OF THE ASSOCIATION**

### **Art. 20**

The association's assets shall consist of members' annual subscriptions, operating account surpluses, any sponsorship contributions, gifts, event contributions and legacies.

### **Art. 21**

The association's liabilities shall be met from its assets alone. Members shall not be personally liable for the association's liabilities.

Members whose membership lapses before any dissolution of the association shall have no claim against the assets of the association.

## **VII. AMENDMENT OF ARTICLES OF ASSOCIATION AND DISSOLUTION**

### **Art. 22**

The presence of at least three-quarters of all members shall be necessary to amend the Articles of Association or dissolution of the association. A three-quarters majority of members present shall be necessary to accept a motion for this purpose.

If the number present and entitled to vote falls below the prescribed proportion of voters, a second General Meeting shall be convened with the same agenda within six weeks. This shall be quorate irrespective of the number of members.



## **Art. 23**

In case of dissolution of the association, the General Meeting shall resolve on distribution of the proceeds of liquidation.

These Articles of Association were approved by the founders' meeting of 5 May 2011 and modified at the Annual General Meeting of 7 March 2012 to the present form and shall take effect as of that date.

Montreux, 7 March 2012

Chairman

Sig. Dr. Markus Montigel

Vice-Chairman

sig. Dr. Rolf Gutzwiller