

Sybase and PowerBuilder User Group Switzerland - Statutes

Statutes

Swiss PowerBuilder User Group

1. Name, registered office, purpose

1.1 Name

The *Swiss PowerBuilder User Group*, also known as the SPBUG, is an association (hereinafter referred to as "the Association") as defined in Articles 60-79 of the Civil Code.

1.2 Registered office

The Association's registered office is in *Zürich*.

1.3 Purpose

The Association promotes the use of and knowledge about the software development tool [PowerBuilder](#) (developed, sold and supported by the company [Appeon](#)) and about products used together with PowerBuilder, including related Appeon products, supported database systems, database modeling software, application frameworks, testing software plus other supporting technologies used in PowerBuilder solution development like .NET, Java, Java Script etc.

The SPBUG is a forum for the exchange of information and for contact among professional developers and advanced end-users. The SPBUG also enables topics to be dealt with on a detailed or general basis and thus complements existing forums such as *Newsgroups*. The SPBUG fosters social contacts and relations with a view to creating a network of people who wish to maintain an exchange of information and opinions concerning PowerBuilder and associated products. The SPBUG cultivates an open, cordial atmosphere in which everyone concerned can contribute and benefit.

The SPBUG focuses on the following activities:

- applying *PowerBuilder*'s capabilities to actual problems (how something can be done);
- using *PowerBuilder* to its full potential (what can be done);
- promoting and achieving the further development of PowerBuilder;
- acting as a forum for tips and tricks, work-arounds and problem resolutions;
- maintaining good contacts with *Appeon* and actively and specifically referring SPBUG member requests and problems concerning PowerBuilder to *Appeon*;

·lobbying *Appeal* to provide early, clear and comprehensive information on the further development of *the PowerBuilder product*, in particular information required for the timely, forward looking design of PowerBuilder based solutions;

·market PowerBuilder and its development environment.

2. Membership

The Association comprises active and honorary members.

2.1 Admission

2.1.1 Active members

Admission to active membership is open to anyone who is involved in *PowerBuilder* based development and uses *PowerBuilder* and/or products developed with *PowerBuilder* in a professional capacity and is willing to take an active part in addressing matters of concern to the Association. Decisions on admission are taken by the Board. A distinction is made between: individual membership; and corporate membership (*an unlimited number of people may participate*).

2.1.2 Honorary members

Honorary membership may be granted to anyone who has rendered outstanding services to the Association. Honorary members are proposed by the Board and elected at the General Meeting.

2.2 Resignation and expulsion

2.2.1 Resignation

Normally members may resign from the Association only at the end of a year. Notice must be given to the Board in writing by 31st December (postmark or email arrival time).

2.2.3 Expulsion

In the case of conduct contrary to the interests and Statutes of the Association, a motion for expulsion may be proposed by the Board or by one-fifth of the members. Expulsion requires a two-thirds majority of those attending the General Meeting (see Clause 4.1.3).

3. Rights and obligations

3.1 Active members

All active members have equal rights. Active members are entitled to vote on all matters which require a decision to be taken by the Association or which are referred by the Board to the Association to vote on.

Active members are obliged to abide by the Statutes and decisions of the Association, to protect the interests of the Association, to follow the instructions issued by the Board and to participate in the events organized by the Association. They are required to pay an annual subscription, to be fixed by the General Meeting.

3.2 Honorary members

Honorary members have the same rights as active members. Active honorary members have the same rights and obligations as active members.

4. How the Association is organised

4.1 General Meeting

4.1.1 Ordinary General Meeting

The Ordinary General Meeting takes place in the last quarter of the calendar year, the date being published by the Board on the Association's web site at the earliest possible date. All members will receive invitations to attend the General Meeting by email at least three weeks in advance.

4.1.2 Extraordinary General Meeting

The Board can call an Extraordinary General Meeting and, subject to the aforementioned periods of notification, personally invite all the members eligible to vote to attend. The Board must convene an Extraordinary General Meeting within ten weeks if asked to do so by at least one-fifth of the members with voting rights.

4.1.3 Business

The agenda of the Ordinary General Meeting consists of the following items:

- (i) announcement of attendees and absentees;
- (ii) election of tellers;
- (iii) minutes of the last General Meeting;
- (iv) President's annual report;
- (v) annual accounts;
- (vi) changes in membership details;
- (vii) election of officers;
- (viii) honors;
- (ix) proposals:
 - by the Board,
 - by the members;
- (x) any other business.

Except in the case of changes in the Statutes and expulsions, a simple majority of those present will be sufficient. Changes in the Statutes and expulsions require a two-thirds majority but must be approved by at least 50% of the active members. If a decision

cannot be taken because too few members are present, a second Meeting will be convened. At this Meeting decisions will be taken by a two-thirds majority. Voting and elections must be held by secret ballot if this is requested. Voting may also take place by post, including electronic mail (email).

4.2 Board

Board members must be active or honorary members. The Board is responsible for managing the Association, executing the Association's decisions and representing the Association externally. The Association's legally binding signature is the joint signature of the President and the First Secretary or their alternates.

The Board is convened by the President when required. It is quorate when at least half of its members are present. The Board carries out business which is not the exclusive preserve of the General Meeting. It must prepare the business to be dealt with at the General Meeting and make proposals for the corresponding agenda items.

The Board is made up of three to five members, performing the following roles:

(i) the President,

(ii) the Vice-President,

(iii) the Secretary and

(iv) the Treasurer.

A board member can exercise at the most two roles simultaneously if the board has less than four members. The term of office for Board members is two years. There is no restriction on the number of times that Board members can be re-elected.

4.2.1 The President

The President convenes and chairs General Meetings and Board meetings. He ensures that the Statutes and the Association's decisions are adhered to. *He presents an overview of the previous year.* Where necessary in elections and voting he holds the casting vote.

4.2.2 The Vice-President

The Vice-President is required to assist the President in his duties and deputize for him should he be unable to fulfil those duties.

4.2.3 The Secretary

The Secretary attends to correspondence and internal paperwork and takes the minutes at meetings.

4.2.4 The Treasurer

The Treasurer is responsible for all financial matters and is in charge of the Association's accounting and funds. At General Meetings he presents the accounts for the previous year and the budget for the coming year. He is liable for shortfalls caused by his own culpable negligence.

Due to the importance of the work done by the Treasurer, the President is allowed to honour the Treasurer with up to sFr. 100,-- per year. To obtain the full amount, the below are required as a minimum, in the past financial year has been, from the Treasurer:

- maintaining the member list,
- sending membership fee invoice (latest two month before end of financial year),
- ensuring that all member fee invoices are paid,
- sending reminder to members not having paid their invoice,
- checking the bank accounts (checking postings and keep most of the money on the savings account),
- doing book keeping,
- making the year end closing accounts (sending the accounts no later than one month before the Annual General Meeting to the auditors).

4.2.5 Other members

Other members undertake specific assignments at the behest of the Board.

4.3 Auditors

Two auditors are elected by the General Meeting. Their term of office is two years. An election is held each year for one of the two auditor posts. There is no restriction on the number of times that an auditor can be re-elected. It is the auditors' duty to check and confirm the correctness of the Association's accounts for the attention of the General Meeting.

4.4 Committees

If necessary, the decision may be taken to setup special committees. These can be empowered by the Board to represent the Association in a clearly defined field and look after its interests in their respective areas of expertise.

4.5 Activities

A large portion of the Association's activities consists of regular meetings and conferences. Talks given by *PowerBuilder* professionals also featured.

5. Liability

The Association's liabilities are covered by the Association's assets only.

6. Final provisions

6.1 Premises

Meetings are normally held in premises, which are central and easily accessible for all members.

6.2 Financing

The annual membership subscription shall be used solely to cover the administrative costs which can be shown to have been incurred by the persons and organizations actively working for the Association. Payments are made by the Treasurer to the firms or persons concerned against presentation of detailed invoices. The Association holds an account with a *bank* for this purpose.

6.3 Changes in the Statutes

Decisions to change the Statutes can be taken only via the General Meeting by a two-thirds majority. Advance notification thereof must be issued together with the invitations to attend (see Clause 4.1.3).

6.4 Dissolution

The Association can be dissolved only on the basis of a two-thirds-majority decision taken at an Extraordinary General Meeting (see Clause 4.1.3). If the Association is dissolved, its total assets will be transferred to a charitable organization.

Decided at the meeting held on 30th November 2016

The President The Vice President

Preben Hansen Damian Dominiuk