

Association law

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Swiss Civil Code	
Part one	Law of Persons
Introduction	
Title One	Natural Persons
Chapter Two	Associations

A.	Formation	Art. 60
	I. Corporate group of persons	
1	Associations with a political, religious, scientific, cultural, charitable, social or other non-commercial purpose acquire legal personality as soon as their intention to exist as a corporate body is apparent from their articles of association.	
2	The articles of association must be done in writing and indicate the objects of the association, its resources and its organisation.	
	II. Entry in commercial register¹	Art. 61
1	Once the articles of association have been ratified and the committee appointed, the association is eligible for entry in the commercial register.	
2	The association must be registered if it:	
	1. conducts a commercial operation in pursuit of its objects;	
	2. is subject to an audit requirement;	
	3. ² primarily collects or distributes assets abroad, directly or indirectly, that are intended for charitable, religious, cultural, educational or social purposes. ³	
2bis	The Federal Council shall issue the implementing provisions on the requirement to be entered in the commercial register. ⁴	
2ter	It may exempt associations in accordance with paragraph 2 number 3 from the requirement to be registered in particular if they are exposed to a low risk of abuse for the purpose of	

¹ Amended by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names), in force since 1 Jan. 2008 (AS 2007 4791; BBI 2002 3148, 2004 3969).

² Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451).

³ Amended by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names), in force since 1 Jan. 2008 (AS 2007 4791; BBI 2002 3148, 2004 3969).

⁴ Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451).

	money laundering or the financing of terrorism because of the amount, origin, purpose or intended use of the assets collected or distributed. ⁵
	II. List of members Art.
	61a⁶
1	Associations that must be entered in the commercial register shall keep a list of their members, including their first and surnames, business names and addresses.
2	They shall keep the list so that it may be accessed at any time in Switzerland.
3	They shall retain the details of each member and any supporting documents for five years after the member has been removed from the list.
	III. Associations lacking legal personality Art. 62
1	Associations which cannot acquire or have not yet acquired legal personality are treated as simple partnerships.
	IV. Relationship between articles of association and the law Art. 63
1	Where the articles of association do not provide rules for the association's organisation or its relationship with its members, the following provisions apply.
2	Mandatory provisions of law cannot be altered by the articles of association.
B.	Organisation Art. 64
	I. General meeting
	1. Function, convening of meetings
1	The general meeting of members is the supreme governing body of the association.
2	The general meeting is called by the committee.
3	General meetings must be convened in accordance with the rules set out in the articles of association and also, as required by law, if one-fifth of the members so request.
	2. Powers Art. 65
1	The general meeting of members decides on admission and exclusion of members, appoints the committee and decides all matters which are not reserved to other governing bodies of the association.
2	It supervises the activities of the governing bodies and may at any time dismiss the latter without prejudice to any contractual rights of those dismissed.
3	The right of dismissal exists by law whenever justified by good cause.

⁵ Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451)

⁶ Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451).

	3. Resolutions	Art. 66
	a. Form	
1	Resolutions are passed by the general meeting.	
2	The written consent of all members to a proposal is equivalent to a resolution of the general meeting.	
	b. Voting rights and majority	Art. 67
1	All members have equal voting rights at the general meeting.	
2	Resolutions require a majority of the votes of the members present	
3	Resolutions may be taken on matters for which proper notice has not been given only where this is expressly permitted by the articles of association.	
	c. Exclusion from voting	Art. 68
1	Each member is by law excluded from voting on any resolution concerning a transaction or dispute between him or her, his or her spouse or a lineal relative on the one hand and the association on the other.	
	II. Committee	Art. 69
	1. Rights and duties in general⁷	
1	The committee is entitled and obliged according to the powers that it is granted under the articles of association to manage and represent the association.	
2	Associations that must be entered in the commercial register must be able to be represented by a person who is domiciled in Switzerland. This person must have access to the list of members. ⁸	
	2. Accounting	Art. 69a⁹
	The committee shall maintain the association's business ledgers. The provisions of the Code of Obligations ¹⁰ on commercial bookkeeping and accounting apply <i>mutatis mutandis</i> .	

⁷ Amended by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names), in force since 1 Jan. 2008 (AS 2007 4791; BBI 2002 3148, 2004 3969).

⁸ Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451).

⁹ Inserted by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names) (AS 2007 4791; BBI 2002 3148, 2004 3969). Amended by Annex No 1 of the FA of 23 Dec. 2011 (Accounting Law), in force since 1 Jan. 2013 (AS 2012 6679; BBI 2008 1589).

¹⁰ SR 220

	III. Auditors	Art. 69b¹¹
1	The association must submit its accounts to a full audit by external auditors if two of the following figures are exceeded in two successive business years:	
	1. total assets of CHF 10 million;	
	2. turnover of CHF 20 million;	
	3. average annual total of 50 full-time staff.	
2	The association must submit its accounts to a limited audit by external auditors if a member with personal liability or an obligation to provide further capital so requests.	
3	The provisions of the Code of Obligations ¹² on external auditors for companies apply <i>mutatis mutandis</i> .	
4	In all other cases the articles of association and the general meeting ¹³ are free to make such auditing arrangements as they deem fit.	
	IV. Organisational defects	Art. 69c¹⁴
1	If the association lacks one of the prescribed governing bodies or the list of members in accordance with Article 61a or if it is no longer legally domiciled at its seat, a member or a creditor may apply to the court for an order that the necessary measures be taken. ¹⁵	
2	In particular, the court may set the association a time limit in which to restore the situation required by law and may, if necessary, appoint an administrator.	
3	The association bears the cost of such measures. The court may order the association to make an advance payment to the persons appointed.	
4	For good cause, the association may apply to the court for the removal of the persons it appointed.	
Bbis.	Imminent insolvency and overindebtedness	Art. 69d¹⁶
	For associations that require to be entered in the commercial register, the provisions of company law on imminent insolvency and on overindebtedness and on the revaluation of land, buildings and equity participations apply accordingly.	

¹¹ Inserted by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names), in force since 1 Jan. 2008 (AS 2007 4791; BBI 2002 3148, 2004 3969).

¹² SR 220

¹³ Corrected by the Federal Assembly Drafting Committee (Art. 58 para. 1 ParlA; SR 171.10).

¹⁴ Inserted by Annex No 1 of the FA of 16 Dec. 2005 (Law on limited liability companies and modifications to the law on companies limited by shares, cooperatives, the commercial register and company names), in force since 1 Jan. 2008 (AS 2007 4791; BBI 2002 3148, 2004 3969).

¹⁵ Amended by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBI 2019 5451).

¹⁶ Inserted by Annex No 1 of the FA of 19 June 2020 (Company Law), in force since 1 Jan. 2023 (AS 2020 4005; 2022 109; BBI 2017 399).

C.	Membership	Art. 70
	I. Admission, resignation	
1	Members may be admitted at any time.	
2	All members have a legal right to resign subject to six months' notice expiring at the end of the calendar year or, if an administrative period is provided for, at the end of such period.	
3	Membership is neither transferable nor heritable.	
	II. Duty to pay subscriptions	Art. 71¹⁷
	Members have a duty to pay subscriptions if the articles of association so provide.	
	III. Exclusion	Art. 72
1	The articles of association may specify the grounds on which a member may be excluded, but exclusion may also occur without reasons being given.	
2	In such cases, the exclusion may not be challenged based on the reasons.	
3	Unless the articles of association provide otherwise, exclusion requires a resolution by the members and good cause.	
	IV. Status of former members	Art. 73
1	Members who resign or are excluded have no claim on the assets of the association.	
2	They are liable for the subscriptions due during the period of their membership.	
	V. Protection of the objects of the association	Art. 74
	No member may be forced against his or her will to accept a change in the objects of the association.	
	VI. Protection of members	Art. 75
	Any member who has not consented to a resolution which infringes the law or the articles of association is entitled by law to challenge such resolution in court within one month of learning thereof.	
Cbis.	Liability	Art. 75a¹⁸
	The association is liable for its obligations with its assets. Such liability is limited to the assets unless the articles of association provide otherwise.	

¹⁷ Amended by No I of the FA of 17 Dec. 2004 (Determination of Subscription Duties for Association Members), in force since 1 June 2005 (AS 2005 2117; BBI 2004 4835 4843).

¹⁸ Inserted by No I of the FA of 17 Dec. 2004 (Determination of Subscription Duties for Association Members), in force since 1 June 2005 (AS 2005 2117; BBI 2004 4835 4843).

D.	Dissolution	Art. 76
	I. Manner of dissolution	
	1. By resolution	
	The association may be dissolved at any time by resolution of the members.	
	2. By operation of law	Art. 77
	The association is dissolved by operation of law if it is insolvent or if the committee may no longer be appointed in accordance with the articles of association.	
	3. By court order	Art. 78
	Where the objects of the association are unlawful or immoral, the competent authority or an interested party may apply for a court order of dissolution.	
	II. Deletion from commercial register	Art. 79
	Where the association is registered, the committee or the court shall inform the commercial registrar of the dissolution so that the entry may be deleted.	