



BPW International
Dr. Amany Asfour
Rue Rothschild 22
1202 Geneva
Switzerland

HABIBIAN STRANGE
Rechtsanwälte
Dreikönigstrasse 31A
8002 Zürich
T+41 44 208 32 20
www.hslawyers.ch

Lic. iur. Sanaz Habibian
Partnerin / Rechtsanwältin
sanaz.habibian@hslawyers.ch

MLaw Alexandra J. B. Strange
Partnerin / Rechtsanwältin
alexandra.strange@hslawyers.ch

Mitglieder des Schweizerischen
Anwaltsverbandes / Eingetragen im
Anwaltsregister des Kantons Zürich

Zurich, 18 August 2020

Possibility of a virtual congress

Dear Dr. Asfour

I am writing you concerning the question, whether a virtual congress would be possible to hold or not.

According to the constitution of BPW International, the registered address of BPW International is Rue Rothschild 22, 1202 Geneva, Switzerland. Therefore, Swiss law is applicable. BPW International is an association. Normally, there is no explicit Swiss regulation stating, that the holding of a virtual congress is allowed for an association. This is something, that associations have to govern by themselves in their constitutions. The current constitution and procedure manual of BPW International don't regulate the possibility of a virtual congress.

Now, due to the extraordinary situation (worldwide pandemic), we have a Covid 19 Regulation in Switzerland. This Covid 19 Regulation provides the legal basis for holding a virtual general meeting. Among other things, it is assumed that all delegates must meet electronically at the same time (a trouble free internet connection is a must for this requirement). All the delegates have to have access to the congress / General assembly at the same time, in order to be able to discuss and vote during the General assembly. For an international association like BPW International, this is very challenging and almost impossible to do.

Conclusion: If BPW International would hold a virtual congress, this would neither be compliant with Swiss law / Covid 19 Regulation nor with the constitution and the procedure manual of BPW International.

Should the Covid 19 Regulation be repealed, then we would have the following situation: As mentioned above, there is no explicit Swiss regulation stating, the holding of a virtual congress is allowed for an association. The only thing that is stated in the Swiss Civil Code is, that members of an association may also vote in writing regarding the General Assembly. **In that case, unanimity is required** (Art. 66 par. 3 Swiss Civil Code), which would be much stricter than the quorum that is needed (for the normal voting) according to the constitution and the procedure manual of BPW International (majority needed).

I hope to have been of some assistance in providing you with this information. Please do not hesitate to contact me if you have any further questions.

Yours sincerely



Sanaz Habibian

Attorney-at-law