

**The
Swiss Civil Code
English Version**

By

IVY WILLIAMS, M.A., D.C.L., Oxon; LL.D., Lond.
Barrister-at-Law

Published by Oxford University Press, 1925
Reprinted by reMaK Verlag Zurich, 1976

completely reset, revised and up-dated edition
with Notes, Vocabularies, Index and a Synopsis
of all changes of the law since 1912

by

SIEGFRIED WYLER, Dr. phil. BARBARA WYLER, Dr. jur.

VOLUME I

PRELIMINARY CHAPTER
PART I: LAW OF PERSONS
PART II: FAMILY LAW

ReMaK
Verlag Zurich

**From the 1925 edition of the Swiss Civil Code,
English Version: C.L.,**

“The author has been given permission by the Swiss Ministry of Justice to mention the appreciation of the Swiss federal authorities of this book in the following terms:

‘The translation by Miss Ivy Williams, M.A., D.C.L., of the Swiss Civil Code, is considered to have brought within the reach of the British public a most conscientious and correct version of the Code in question. The numerous commentaries are very much to the point and augment the value of a mere translation. Although it lies not within our competence to give an official approval to a work of this kind, we wish nevertheless to express our private and personal appreciation of Miss Williams’ work.’”

(Please note that the “numerous commentaries that are very much to the point and augment the value of a mere translation” will be found in parenthesis and italicized directly below the translation. This placement differs from that in the book. Honora Clemens decided it would be easier for the translators to work with this format.)

Synopsis

		Article	Page
Part I: Law of Persons			
Title I:	Natural Persons		
Chapter I:	Legal Personality	11- 38	3
Chapter II:	Registration of Civil Status	39- 51	14
Title II:	Corporate Bodies		
Chapter I:	General Provisions	52- 59	18
Chapter II:	Societies	60- 79	21
Chapter III:	Foundations	80- 89bis	26

Part II: Family Law **Part III: Law of Inheritance** **Part IV: Law of Property**

Chapter II: Societies

Art. 60

A. Formation **I. Incorporation**

Associations which have a political, religious, scientific, artistic, charitable, social, or any other than an industrial object, acquire the status of a person as soon as they show by their constitution their intention to have a corporate existence.

The constitution must be drawn up in writing and state the object, the capital and the organization of the society.

(the word "association" is here used as a generic term, whereas "society" is confined, except in combination with "co-operative", to associations with non-commercial objects, which form the subject of this chapter.)

Art. 61

II. Registration

When the constitution of a society has been passed and its directorate appointed, it can be registered in the commercial register in the commercial register.

(i.e. registration is optional; it is not required by law and does not affect the status of the association.)

If for the better attainment of its object the society carries on an industry on commercial lines, registration is compulsory.

(Here the industry is merely of a subsidiary character, and does not form the principal object of the society; for if this were its principal object, the association would fall under the art. 59 paragraph 2, above and not be included in this Code but be governed by the Code of Obligations.)

The application for registration must be accompanied by the written constitution and the names of the directors,

Art. 62

III. Societies not incorporated

Societies that cannot acquire or have not yet acquired the status of a person, are governed by the same rules as partnerships.

(For the rules governing partnerships see CO arts. 530 et seq.)

Art. 63

IV. Relation between Constitution and law

The following provisions apply in so far as the constitution of a society does not contain regulations about its organization and the relations between the society and its members.

No constitution can modify provisions which are laid down by law as binding in all cases.

Art. 64

B. Organization

I. General Meeting 1. Its function and summons

The general meeting of the members is the highest organ of society.

It is summoned by the directors

The conditions for its summons are laid down by the constitution; in any case the law requires that it be summoned on the demand of one fifth of the members.

Art. 65

2. Powers

The general meeting decides on the admission and expulsion of members, appoints the directors and disposes of all matters not specifically assigned to any other organ of the society.

The general meeting has the control of the other organs of the society and can at any time revoke the authority conferred upon them, without prejudice, however, to any rights which they may possess by special agreement.

The power of revocation on material grounds is an absolute right granted to the general meeting by law.

(i.e. it cannot be taken away or restricted by the constitution of the society.)

Art. 66

Resolutions affecting the society must be passed by the general meeting.

Where all members assent in writing to a motion, this is equivalent to a resolution by the general meeting.

Art. 67

All members have equal votes at the general meeting.

Resolutions are passed by a majority of the members present.

They cannot be passed on motions that are not on the agenda, unless the constitution expressly sanctions it.

Art. 68

No member is by law allowed to vote on motions that relate to any transaction or legal proceedings between the society of the one part himself, his spouse or any of his ascendants or descendants in a direct line of the other part.

Art. 69

The directors have the right and the duty to manage the affairs of the society and to represent it in accordance with the provisions of its constitution.

Art. 70

A society can at any time admit new members.

All members are by law entitled to resign their membership, provided they give notice of their intention at least six months before the end of a calendar year or, if a definite period of membership has been fixed, at least six months before the end of that period.

Membership is inalienable and does not pass on death.

Art. 71

Members' subscriptions are fixed by the constitution of the society.

Where it does not fix them, members must contribute equally to the necessary expenses incurred in carrying out the object of the society and to the payment of its debts.

Art. 72

The constitution can determine the grounds for the expulsion of a member. It can also sanction expulsion with non-disclosure of the grounds.

In this case no right of action arises in regard to the grounds for the expulsion.

(i.e. a member cannot sue where he has been expelled either for the grounds sanctioned in the constitution of the society or without being informed of the grounds, if in this latter case the constitution expressly provides that the grounds need not be disclosed.)

Where, however, the constitution contains no provisions on this point, a member can be expelled only by a resolution passed at a general meeting and on material grounds.

Art. 73

Members who resign or are expelled from a society lose all rights over the common property of the society.

They continue to be liable to pay a proper proportion of their subscription according to the period of their membership.

Art. 74

No change in the object of the society can be forced upon any of its members.

Art. 75

Every member of a society is absolutely entitled by law to apply to the court to avoid any resolutions passed by the society without this assent, which are contrary to law or the constitution of the society, provided the application is made within one month from the day on which he became cognizant of such resolutions.

Art. 76

A society can at any time resolve upon its own dissolution.

Art. 77

A society is dissolved by operation of law, when it has ceased to be solvent or when it has become impossible to appoint a directorate in accordance with its constitution.

Art. 78

The court will, on the application of the competent authority or of an interested party, declare a society dissolved, where it has an illegal or immoral object.

(The competence of the authority for this purpose is a matter for Cantonal Law.)

Art. 79

Where a society is entered in the commercial register, its dissolution must be notified to the registrar by the directors or by the court for the erasure of the entry.

Though modifications have been made to the code, the supplementary volume indicates none were made between Art. 50 and Art. 88.——— Honora Clemens. Servas International