



Statutes of the association EBEN Switzerland – Swiss Business Ethics Network

The statutes are based on articles 60-79 of the Swiss Civil Code (“The association”).

Paragraph I: Name, registered seat and purpose

- (1) The association carries the Name **“EBEN-Switzerland –Swiss Business Ethics Network”**. It is the national chapter of EBEN (European Business Ethics Network) in Switzerland.

The seat of the association is Manno (Tessin)

- (2) The purpose of the association is to promote practical discussion between business and science on issues related to the field of business ethics, as well as to network the various actors and develop a public sphere in this field.
- (3) To achieve this aim, the association establishes thematic working groups, organizes conferences, periodically publishes newsletters, suggests research-projects and cultivates international contacts, in particular with the other EBEN-chapters in various European countries. In addition, the association aims to raise awareness on business ethics in education and training in Switzerland.

Paragraph II: Membership

- (1) Any legal entity or person may apply for membership.
- (2) The board decides on the admission of new members, as well as on the exclusion of existing members.
- (3) Members can be excluded for
 - 3.1 failing to meet their obligations as a member (e.g., not paying their annual membership fee) or
 - 3.2 harming the purpose of the association.
- (4) Membership resignation or exclusion from the association, death of the natural person or dissolution of the legal person ends membership of the association.

- (5) Resignation from membership must be submitted in writing and will be valid from the end of the calendar year.
- (6) Each member has the right to one vote in the general meeting.
- (7) EBEN Switzerland – Swiss Business Ethics Network is member of the “European Business Ethics Network”, based at EDHEC Business School in Roubaix (France).
- (8) There are different kind of membership fees, which differ in the amount of the contribution:
 - 8.1 Students and unemployed persons: 50,00 CHF/Year,
 - 8.2 Individual members: 100,00 CHF/Year,
 - 8.3 Non-Profit Organization: 200,00 CHF/Year,
 - 8.4 Companies: 300,00 CHF/Year.
- (9) The membership fee must be paid within end January for the current calendar year to the account of EBEN Switzerland – Swiss Business Ethics Network.
- (10) Amount and due date of membership fees are set by the general meeting, following the proposal of the board.

Paragraph III: Financial resources of the association

- (1) The association's financial resources are composed of membership fees, support contributions, donations, subsidies and grants, income from investments and activities organized for financing purposes.
- (2) The association year corresponds to the calendar year.

Paragraph IV: Governing body of the association

Governing bodies of the association:

- (1) The general meeting
 - 1.1 The general meeting is held at least once a year, or on written request from at least 20% of members, or if it is of general interest for the association, or if the board deems it necessary.
 - 1.2 Invitation is sent in writing or electronically upon presentation of an agenda, at least two weeks before the date of the meeting.
 - 1.3 Quorum: at least 10% of all members.
 - i. In the event of the quorum not being reached: invitation renewal (possibly for the same day) and
 - ii. Subsequently quorate, independently from the number of members attending.
 - 1.4 The head of general meeting is a board member, usually the chairman, or is elected by the general meeting on request.
 - 1.5 The general meeting proceedings shall be minuted.
 - 1.5.1 The meeting minutes shall be approved by the following general meeting.

1.6 Applications for the general meeting must be submitted to the board in writing or electronically at least 10 days before the meeting.

1.7 Functions of the general meeting are the following

- 1.7.1 acceptance of the annual report,
- 1.7.2 approval of the annual financial statement and of the auditor's actions,
- 1.7.3 approval of the activity of the board,
- 1.7.4 election of the board, of the chairman and of two auditors,
- 1.7.5 determination of the membership fee (proposal of the board or two-thirds majority),
- 1.7.6 revision of the statutes (two-thirds majority),
- 1.7.7 dissolution of the association (on board proposal or two-thirds majority),
- 1.7.8 awarding of honorary membership,
- 1.7.9 dissolution of the board (individually or entirely) (two-thirds majority) on presentation of important reasons.

(2) The board

2.1 The board consists of a minimum of two and a maximum of nine persons,

2.2 constitutes itself independently,

2.3 Is valid if all members have been invited and if

- 2.3.1 at least 50% of members are attending.
- 2.3.2 Resolutions of the board require a simple majority.
- 2.3.3 In the event of a tie, the chairman has the casting vote.

2.4 Term of the board: 3 years

2.4.1 Re-election is possible without limitations.

2.5 If one of the members retires from the board before the end of his term, the remaining board takes over his work on a temporary basis until the by- election at the next general meeting.

2.6 Either the chairman alone or two members of the board jointly represent the association in and out of the court.

2.7 The board's functions are the following

- 2.7.1 management of the current business,
- 2.7.2 preparation of the General Meeting and
- 2.7.3 the agenda of the General Meeting,
- 2.7.4 setting up of commissions and working groups, if necessary,
- 2.7.5 the appointment of a management office,
- 2.7.6 preparation of the annual budget,
- 2.7.7 preparation of the annual report and the annual financial statement,
- 2.7.8 decision upon the admission and exclusion of members.

(3) The auditors:

3.1. Two persons that don't need to be members of the association and shall not be members of the board.

3.2. The auditors examine the accountancy of the board according to the statutes at least once a year.

Paragraph V: Further provisions

- (1) The association's funds are solely liable for the debts of the association. (§ 75a Swiss Civil Code)
- (2) The association is bound by the collective signature of the president and one other board member.
- (3) In the case a resolution of the association the association's funds shall be transferred to an organization with comparable goals to the ones of EBEN Switzerland.
- (4) These statutes were accepted by the constitutive assembly on 13.12.2022 and entered into force on that date.

Manno, 13 December 2022