



# Statutes

Version 2023

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## NAME, GOALS AND ACTIVITIES, NETWORK MANAGEMENT

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### **Art. 1 Name**

Under the name, Global Compact Network Switzerland & Liechtenstein (GCNSL) exists as a not-for-profit association for the purpose of Article 60 ff. of the Swiss Civil Code ("Schweizerisches Zivilgesetzbuch").

### **Art. 2 Goals and Activities**

Dedicated to the mission and objectives of the United Nations Global Compact initiative (UNGC), the association supports the according Corporate (Social) Responsibility, Sustainability and Corporate Citizenship efforts of its members, links them with the UN Global Compact community worldwide and contributes to such activities in Switzerland and Liechtenstein.

The association acts as the official Local Network in Switzerland and Liechtenstein by living up to the mission of the UN Global Compact and the respective requirements of the 'Memorandum of Understanding for Local Networks'.

To this end, the association facilitates UN Global Compact related activities in Switzerland and Liechtenstein notably by:

- Promoting sustainable and responsible practices among local businesses
- Contributing to the growth of the UN Global Compact initiative
- Supporting Global Compact Participants in Switzerland and Liechtenstein in meeting their respective obligations and other related activities, especially the Ten Principles of the UN Global Compact and action
- Mobilizing business in support of the Agenda 2030 and the Sustainable Development Goals (SDGs)
- Providing expertise and inputs to national policies on corporate responsibility and sustainability
- Managing and protect the integrity of the UN Global Compact initiative.
- To achieve the above-stated objectives, Global Compact Network Switzerland & Liechtenstein conducts a range of actions such as:
  - Serving as a learning platform for members as well as for non-members regarding the implementation of the Ten Principles of the UN Global Compact; ESG and broader UN goals along their entire value chains
  - Organize and coordinate activities to facilitate knowledge sharing among its participants
  - Supporting participants in developing and submitting the annual Communication on Progress (CoP) and Communication on Engagement (CoE)



- Providing a platform for creating effective public-private partnerships between Swiss and Liechtenstein-based companies, the Swiss and Liechtenstein government institutions, and governmental bodies in host countries with the effective inclusion of relevant civil society organizations
- Operating as gateway and facilitator by bringing together different interested actors from government, business and civil society
- Providing a platform for multi-stakeholder consultation between different Swiss government institutions, the globally active Swiss and Liechtenstein private sector and relevant other stakeholders (including NGOs and academia) on issues related to the Ten Principles of the UN Global Compact and relevant UN agendas
- Serving as intermediary and facilitator between its members and the UN Global Compact Office in New York and the relevant UN entities in the different countries
- Raising awareness of the Global Compact in Switzerland and Liechtenstein and inspiring enterprises to participate in related activities
- Participating in regional network meetings in Europe as well as in the annual local network forum (worldwide)
- Managing the finances of the GCNSL and publishing audited annual financial statements
- Aligning with the UN Global Compact business model and adopting necessary policies and procedures regarding required contributions, membership categories, benefits and invoicing etc.
- Upholding a value proposition unique to UN Global Compact Participants
- Collaborating with UN Global Compact and other Local Networks
- Aligning with UN Global Compact integrity policies and measures
- Meeting all the requirements set out in the additional Global Compact Network Switzerland & Liechtenstein policies.

### **Art. 3 Network Management**

The Global Compact Network Switzerland & Liechtenstein is an independent business association. Upon signature of a Memorandum of Understanding (MoU) with the UN Global Compact, the Global Compact Network Switzerland & Liechtenstein is authorized to use the name and logo in accordance with the provisions of the agreement for the duration of the MoU.

### **Art. 4 Executive Director**

The duties and the required qualifications of the Executive Director and other employed staff follow the requirements of the MoU with the UN Global Compact and specific requirements, strategies and planning decided by the board of the Global Compact Network Switzerland & Liechtenstein. They are specified in separate documents.

The Executive Director is under the authority of the board. The board or the delegated election committee appoints and determines replacements.

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## **II. MEMBERSHIP**

### **Art. 5 Membership**

Switzerland and Liechtenstein based companies and non-business organizations, that have committed to the Ten Principles of the UN Global Compact and have been accepted by the UN Global Compact head office New

York as “Participant”, automatically become a member of the association “Global Compact Network Switzerland & Liechtenstein” with all rights and duties.

There are three types of membership to this association: Business Members, Non-Business Members and Subsidiary Business-Members.

Subsidiary Business Members must have a parent company in another country that is itself a UN Global Compact Participant.

Subsidiary companies or Subsidiary non-business organizations, located in Switzerland, can become an independent UN Global Compact Participant with all rights and duties. Their parent company or non-business organization can be a UN Global Compact Participant or not. This allows Subsidiaries to join the Network and events individually irrespective of its parent company commitment.

UN PRME - Signatories (Principles for Responsible Management Education) can become a full non-business member of the association.

#### **Art. 6 Communication on Progress, membership fee**

- All Business Members must submit their annual communication on progress (CoP).
- All Non-Business members must submit their biannual communication on engagement (CoE). PRME-members report directly to UN PRME.
- Subsidiary-Business Members may submit their own annual CoP or follow the CoP of their parent company.
- All Global Compact Network Switzerland & Liechtenstein members must pay an annual membership fee, except the UN PRME members.
- The Board proposes to the General Assembly the membership fees for the different member categories.
- The General Assembly approves all changes of the annual membership fees for the different members categories.

#### **Art. 7 Joining process**

To join, an electronic application to the UN Global Compact must be submitted. After reasonable due diligence, the candidate will receive a notification from the UN Global Compact head office confirming their entry to the UN Global Compact as Participant.

A membership can be denied without giving reasons.

#### **Art. 8 Withdrawal**

The membership will automatically cease when:

- the Local Network ceases to exist
- the member is no longer a UN Global Compact Participant.
- Members not following the spirit of the UN Global Compact, can be excluded according to the UN Global Compact rules.
- Members can leave the association by sending a written request of withdrawal. Members sending their request later than by end of November are obliged to continue to pay their membership fee for the following year.

### **Art. 9 Delisting**

If a member does not publish its annual CoP (Communication on Progress) or CoE (Communication on Engagement), or if does not pay its full annual membership fee, its status is automatically transferred to the status of non-communicating membership and will be delisted by the end of the calendar year. The full membership fee for the current year remains due.

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## **III. ORGANIZATION**

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### **Art. 10 Bodies**

Bodies of the association include:

- a) General Assembly
- b) Board
- c) Programme Committee
- d) Executive Director
- e) Audit

### **Art. 11 General Assembly**

The General Assembly is the highest body of the association and convenes annually, between 6 and 18 months after the last General Assembly. Only Global Compact Network Switzerland & Liechtenstein members can participate and vote. They receive an invitation, including the agenda, at least 30 days prior to the meeting. Written requests for agenda items related to competences of the General Assembly can be submitted by all members and need to reach the Board latest 20 days prior to the meeting.

Decisions are made by a simple majority rule. Every Global Compact Network Switzerland & Liechtenstein member present has one vote. If a member is not able to attend, it can mandate another member to vote in their place.

The Board can call for an extraordinary General Assembly, either out of its own initiative or at the written request of one fifth of the business members. Such calls for an extraordinary General Assembly have to include the agenda items to be dealt with.

The General Assembly is responsible notably for the following points:

- a) Approval of financial statements, annual report and audit report
- b) Discharge of the Board and the Executive Director
- c) Approval of the annual budget
- d) Approval of revised annual membership fees
- e) Approval of partnership agreements between the Global Compact Network Switzerland & Liechtenstein, Swiss government institutions and other stakeholders
- f) Election and recall of Board members
- g) Election and recall of the statutory auditors
- h) Decision on any proposal submitted by the Board for approval by the General Assembly
- i) Revision of the Articles of Association
- j) Closure of the association.

## **Art. 12 Board**

The Board consists of no less than five persons, each representing one Global Compact Network Switzerland & Liechtenstein member of the association.

Details for board composition, nominations, organization of board meetings and integrity criteria are defined in separate documents. They are approved by the General Assembly.

The Board members are elected by the General Assembly for one year. Re-election is possible. In general, board membership of a company and/or a person ends after ten years.

Board members are elected as individual persons, representing their company or organization. No company can claim a seat but can propose a qualified candidate for election.

The Board appoints its president and vice-president who are responsible to organize the collaboration of the Board members. Decisions are made by simple majority rule. If there should be an equal number of votes, the president of the Board will have the right to make the final decision.

Externally the Board represents the association in public; internally it is responsible for the adequate organization of the secretariat, which allows Global Compact Network Switzerland & Liechtenstein to achieve the association's mission.

The Board notably has the following competences:

- a) Select and approve the Executive Director
- b) Set and having oversight of the Global Compact Network Switzerland & Liechtenstein with respect to governance, vision, mission, strategy and financial management
- c) Approve annual work plan and financial statements
- d) Have oversight on the Secretariat and the Executive Director
- e) Align with "The UN Global Compact Way - Values and Behavior Model and with the UN Global Compact Quality Standards
- f) Have a deep understanding of the UN Global Compact, its Ten Principles, and the relevant UN Agendas (SDGs) and the value they bring to businesses
- g) Have the respect and confidence of their peers and constituencies
- h) Drive the overall strategy of the Global Compact Network Switzerland & Liechtenstein, having particular regard to the desirability of clear and consistent priorities
- i) Provide strategic leadership on emerging issues around implementation of the Principles and the relevant UN Agendas (SDGs)
- j) Be committed and dedicate adequate time to actively participate in the activities of the Global Compact Network Switzerland & Liechtenstein Board
- k) Approve public statements on behalf of the association
- l) Negotiate partnerships with other organizations, including government institutions
- m) Nominate members of the Programme Committee
- n) Prepare the agenda and material submitted to the General Assembly
- o) Decide on any issue not explicitly reserved to another body
- p) Is responsible for all other legal obligations of the association, not been attributed by the statutes.



Board members must at all times act with due care and diligence and in the best interests of the GCNSL.

A board member will no longer hold office in case he or she:

- q) resign as staff or representative of a UNGC Participant
- r) represents a company that is no longer a Participant of the UN Global Compact
- s) regularly misses meetings.

### **Art. 13 Programme Committee**

The Board can establish a Programme Committee. It serves as governing body of partnerships with other parties, especially with the Swiss Federal Administration and/or Liechtenstein. These partnerships are based on agreements and contracts, approved by the Board.

### **Art. 14 Executive Director**

The Executive Director is, according to Swiss law, responsible for all operations of the local network, as defined in the MoU with the UN Global Compact and the strategic and operational planning of the Global Compact Network Switzerland & Liechtenstein. This includes:

- Running all operations
- Responsibility for all Human Resources
- Representing the Global Compact Network Switzerland & Liechtenstein within the UN Global Compact as well as externally vis-à-vis companies, governments, media and others
- Managing the Global Compact Network Switzerland & Liechtenstein finances
- Maintaining regular communication with UN Global Compact Office in New York
- Managing the integrity and brand of the UN Global Compact and Local Network
- Ensuring full alignment with the UN Global Compact business model and adopting necessary policies and procedures regarding membership categories, benefits and invoicing
- Managing strategic partnerships
- Further duties, as decided by the board.

Apart from the daily administrative work relating to member administration and contacts with the UN Global Compact in New York, the secretariat is responsible for organizing all Network activities as defined in the Global Compact Network Switzerland & Liechtenstein's strategy, approved by the board.

### **Art. 15 Audit**

A professional audit firm audits the annual accounts, verifying the accuracy of the financial statements and the observation of the legal requirements of the Global Compact Network Switzerland & Liechtenstein. It reports to the General Assembly directly.

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## **IV. BUDGET**

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### **Art. 16 Budget Year**

The budget year is the calendar year and ends December 31st.



### **Art. 17 Membership fee**

The membership fees are based on the guidelines of the UN Global Compact. The General Assembly approves the annual fees for all members of the association GCNSL.

There is no personal liability of members for debts of the association beyond the membership fee.

### **Art. 18 Funds**

The association uses membership fees to achieve its goals.

The association may accept financial and in-kind contributions from members or non-members as long as the goal of the association is not compromised to the letter nor to the spirit.

Regular contributions are mentioned in the annual budget. Extraordinary contributions below 50'000 CHF must be approved by the Executive Director. In case of doubt, the President and the Vice-President are to be consulted.

Contributions over 50'000 CHF must be approved by the President and the Vice-President.

Financial resources shall be used effectively and for the association's purposes only. The association can accept donations unless they contradict its goals stated under article 2 or conflict with the UN Global Compact principles.

Any surplus must be allocated to the capital and can be used for the association's goals only.

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## **V. REVISION OF THE ARTICLES AND CLOSURE OF THE ASSOCIATION**

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### **Art. 19 Revision**

A revision of these statutes will need the majority support of all members, present at the General Assembly. Prior to the vote, any changes of these statutes have to be notified to the UN Global Compact at least 14 days prior to the vote.

### **Art. 20 Closure**

Dissolution of the association needs to be on the agenda of the General Assembly and needs approval of 2/3 of all members present or represented. In case of closure, remaining funds shall be given to the UN Global Compact Foundation or to another not-for-profit organization which has a similar mission, with final decision being up to the Board.

Members or third parties have no right to the capital of the association.



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## VI. COMMENCEMENTS

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### **Art. 21 Acceptance**

The terms of these revised Statutes shall come into effect with the resolution of the ordinary General Assembly of the association in Zurich, 1st July 2014.

Approved by the General Assembly on the 1st of July 2014

Revision approved by the General Assembly on the 31st of May 2016

Revision approved by the General Assembly on the 14th of June 2018

Revision approved by the General Assembly on the 6th of June 2023

Signed by Dr. Ruth E. Blumer Lahner, President of the Board, 6th of June 2023

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