

	Global Compact Network Switzerland & Liechtenstein Statutes
	I. NAME, GOALS AND ACTIVITIES, NETWORK MANAGEMENT
Name	<p><u>Art. 1</u></p> <p>Under the name Global Compact Network Switzerland & Liechtenstein (GCNSL) exists a not for profit association for the purpose of Article 60 ff. of the Swiss Civil Code ("Schweizerisches Zivilgesetzbuch").</p> <p>The GCNSL serves also as local network for Liechtenstein (Global Compact Network Liechtenstein) with the option to establish an independent entity in the future.</p>
Goal and Activities	<p><u>Art. 2</u></p> <p>Dedicated to the mission and objectives of the United Nations Global Compact initiative, 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.</p> <p>The association strives to ensure the acknowledgement 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'.</p> <p>To this end, the association facilitates Global Compact related activities in Switzerland and Liechtenstein notably by</p> <ul style="list-style-type: none"> • supporting Global Compact Signatories in Switzerland and Liechtenstein in meeting their respective obligations and other related activities, especially the UN Global Compact's ten principles and action on the SDGs • serving as intermediary and facilitator between its members and the Global Office in New York • Support participants in developing and submitting a Communication on Progress (COP) and Communication on Engagement (COE) report • organizing meetings to facilitate knowledge sharing among its members • organizing or supporting events which serve as a learning platform for members as well as for non-members regarding the implementation of the Global Compact principles and the support of broader UN goals • providing a platform for creating effective public-private partnerships between Swiss and Liechtenstein-based companies, the Swiss government institutions and governmental bodies in host countries with the effective inclusion of relevant civil society organisations • operating as gateway and facilitator by bringing together different interested actors from government, business and civil society • particularly 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 UNGC principles • 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)

	<ul style="list-style-type: none"> • Manage the finances of the GCNSL and produce an audited annual financial statement to be published • Align with the Business Model and adopt necessary policies and procedures regarding required contributions set by GCO, membership categories, benefits and invoicing • Uphold a value proposition unique to Global Compact Signatories and Participants • Collaborate and exchange with GCO and other LNs throughout the year • Align with GCO integrity policies and measures • Meet all the requirements set out in the Local Network Quality Standards
Network Management	<p><u>Art. 3</u></p> <p>The Global Compact Network Switzerland & Liechtenstein is an independent business association. It is hosted by ICC Switzerland, Zurich. Upon signature of a MOU with the GCO, the GCNSL is authorized to use the Global Compact Network Switzerland & Liechtenstein name and logo in accordance with the provisions of the agreement for the duration of the MOU.</p> <p><u>Art. 4</u></p> <p>The duties and the required qualifications of the Executive Director and other employed staff follow the requirements of the MoU with the UNGC and specific requirements, strategies and planning decided by the board of the GCNSL. They are specified in separate documents.</p> <p>The Executive Director is under the authority of the board. The board appoints and determines replacements.</p>
	II. MEMBERSHIP
Membership	<p><u>Art. 5</u></p> <p>There are four types of membership to the association: Business Signatories, Business Participants, Non-business members and Subsidiaries of UNGC Participants, originating from other countries.</p> <p>All Signatories with annual revenues >50 million and Participants must pay one fee to join the UN Global Compact and may participate in all local network activities. These fees are set by the UNGC office in line with the UNGC strategy and business model.</p> <p>Signatories with annual revenues <50 million, subsidiaries of UNGC participants and Non-business members pay only the local network fee, according to the fee screen, agreed by the General Assembly of the GCNSL and may participate in all activities.</p> <p><u>Art. 6</u></p> <p>Guests: To support recruitment efforts, other companies and organizations can be invited to join individual GCNSL events and activities, but they cannot be members of the GCLN and enjoy the full range of membership benefits, until and unless they are signed up as UN Global Compact Signatories or Participants. They have no voting or institutional rights, but can be invited to contribute to the network costs.</p>
	<u>Art. 7</u>

	<p>To join, an application to the UN Global Compact must be done. After reasonable due diligence, the candidate will receive a notification from the GCO confirming their entry to the UN Global Compact.</p> <p>A membership can be denied without giving reasons.</p>
Withdrawal	<p><u>Art. 8</u></p> <p>The membership will automatically cease when:</p> <ul style="list-style-type: none"> • the Local Network ceases to exist • the member is no longer a UNGC Signatory or Participant <p>Members not following the spirit of the UNGC, can be excluded according to the UNGC rules.</p> <p>Members can leave the association by sending a written request of withdrawal. Regular members sending their request later than by end of November are obliged to continue to pay their membership fee for the following year.</p>
Expiration	<p><u>Art. 9</u></p> <p>If a regular member does not publish its annual COP or COE, or if does not pay its full annual membership fee, its status is automatically transferred to the status of non-communicating membership. The full membership fee for the current year remains due. Members have no right to the capital of the association.</p>
	III. ORGANISATION
Bodies	<p><u>Art. 10</u></p> <p>Bodies of the association include:</p> <ul style="list-style-type: none"> a) General Assembly b) Board c) Stakeholder Council d) Programme Committee e) Executive Director f) Audit
General Assembly	<p><u>Art. 11</u></p> <p>The General Assembly is the highest body of the association and convenes annually, between 6 and 18 months after the last General Assembly. Only members can participate and vote. They receive an invitation, including the agenda, at least 30 days prior 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.</p> <p>Decisions are made by a simple majority rule. Every member present has one vote. If a member is not able to attend it can mandate another member to vote in his place.</p> <p>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.</p> <p>The General Assembly is responsible notably for the following points:</p> <ul style="list-style-type: none"> a) Approval of financial statements, annual report and audit report

	<ul style="list-style-type: none"> b) Discharge of the Board and the Executive Director c) Approval of the annual budget d) Approval of Partnership Agreements between the Global Compact Network Switzerland & Liechtenstein, Swiss government institutions and other stakeholders e) Election and recall of Board members f) Determination of an eventual host organization g) Election and recall of Audit 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
Board	<p><u>Art. 12</u></p> <p>The Board consists of no less than five persons, each representing one member of the association. The composition of the board must reflect the membership structure of the association (membership categories, business nature, regional and gender diversification).</p> <p>Details for board composition, nominations, organization of board meetings and integrity criteria are defined in separate documents. They are approved by the General Assembly.</p> <p>The Board is elected by the General Assembly for one year. 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 chair of the Board will have the right to make the final decision.</p> <p>Externally the Board represents the association in public and internally it is responsible for a work plan which allows achieving the association's mission.</p> <p>The Board notably has the following competences:</p> <ul style="list-style-type: none"> a) approving membership applications according UNGC regulation b) approving opinions and decisions to be taken at the Global Compact meetings on behalf of the association c) appointing a person authorized to act on behalf of the association at a regional Local Network meeting or an Annual Local Network Forum, if this role isn't covered by the Executive Director. d) approving public statements on behalf of the association e) negotiating Partnerships with other organisations, including government institutions f) nominating members of the Stakeholder Council g) nominating members of the Programme Committee h) concluding any arrangements with the organization hosting the office i) preparing the issues submitted to the General Assembly j) decision on any issue not explicitly reserved to another body k) all other legal obligations of the association, not been attributed by bylaws. <p>In case a member of the Board leaves its function, the remaining members of the Board may elect another representative of a regular member for the remainder of the term (co-optation right).</p> <p>Board members must at all times act with due care and diligence and in the best interests of the GCNSL.</p> <p>A member will no longer hold office in case he or she:</p>

	<ul style="list-style-type: none"> • resign as staff or representative of a UNGC member • represents a company that is no longer a Signatory or Participant of the UN Global Compact • misses regularly meetings without appointing a substitute
Stakeholder Council	<p><u>Art. 13</u></p> <p>The Board can establish a Stakeholder Council in order to get input from NGOs and other stakeholder and for facilitating joint activities.</p>
Programme Committee	<p><u>Art. 14</u></p> <p>The Board can establish a Programme Committee. It serves as governing body of partnerships with other parties, especially with the Swiss Federal Administration. These partnerships are based on agreements and contracts, approved by the Board.</p>
Executive Director	<p><u>Art. 15</u></p> <p>The Executive Director is, according to Swiss law, responsible for all operations of the local network, as defined in the MoU with the UNGC and the strategic planning of the board. This includes:</p> <ul style="list-style-type: none"> • Running all operations • Responsibility for all Human Resources • Representing the GCLN within the UN Global Compact as well as externally vis-à-vis companies, governments, media and others • Managing GCNSL finances • Maintaining communication with GCO • Managing UN Global Compact and Local Network integrity and brand • Ensuring full alignment with the revenue sharing business model and adopting necessary policies and procedures regarding membership categories, benefits and invoicing. • Managing strategic partnerships • Further duties, as decided by the board. <p>Apart from the daily administrative work relating to member administration and contacts with the Global Compact Office in New York, the secretariat is responsible for organising all Network activities on behalf of the Board, which may include:</p> <ol style="list-style-type: none"> 1. Organising multi-stakeholder platform activities; 2. Assisting public-private partnerships; 3. Managing any partnerships between the Global Compact Network Switzerland & Liechtenstein and other organisations.
Audit	<p><u>Art. 16</u></p> <p>If not a professional audit firm, at least two qualified persons will be elected by the General Assembly for Internal Audit. It will verify the accuracy of the financial statements. It reports to the General Assembly directly.</p>

	IV. BUDGET
Budget Year	<u>Art. 17</u> The budget year is the calendar year and ends first time December 31, 2011.
Membership fee	<u>Art. 18</u> The Membership fee is defined by UNGC for Participant and Business members. The General Assembly defines the fees for non-business members, small Signatory members, subsidiaries of UNGC members and regular guests. There is no personal liability of members for debts of the association beyond the membership fee.
Funds	<u>Art. 19</u> The association uses membership fees to achieve its goals. The association may accept special contributions from members or non-members as long as the goal of the association is not compromised to the letter nor to the spirit. The decision to accept such contributions is taken by the Board on proposal of the Executive Director. 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.
	V. REVISION OF THE ARTICLES AND CLOSURE OF THE ASSOCIATION
Revision	<u>Art. 20</u> A revision of these statutes will need the majority support of all members. Prior to the vote, any changes of these statutes have to be notified to the UNGC Office at least 14 days prior to the vote.
Closure	<u>Art. 21</u> Dissolution of the association needs to be on the agenda of the General Assembly and needs approval of 2/3 of all regular members present or represented. In case of closure remaining funds shall be given 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.

	VI. COMMENCEMENTS
Acceptance	<u>Art. 22</u> 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 1 st of July 2014 Revision approved by the General Assembly on the 31 st of May 2016 Revision approved by the General Assembly on the 14 th of June 2018 Signed by Dr. Ruth E. Blumer Lahner, President of the Board, 14 th of June 2018 