



c/o Prof. Peter Seele | USI - University of Lugano
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Statutes

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

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 Basel:

EBEN-Switzerland
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(2) The purpose of the association is to promote the practical discussion between economy and science about issues related to the field of business

ethics as well as networking the various actors and to develop a public sphere in this field.

(3) To achieve this aim, the association establishes topic-related working groups, organizes conferences, periodically publishes newsletters, suggests research-projects and cultivates international contacts particularly to the other EBEN-chapters in different European countries. Furthermore, the association aims to sensitize to the topic of 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 upon the admission of new members, as well as upon 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 membership fee for two consecutive years) or (3.2) harming the purpose of the association.

(4) Withdrawal from membership, exclusion or death ends the membership.

(5) Withdrawal from membership is possible only in writing and at the end of the year.

(6) Every member has one vote in the general meeting

(7) According to the statutes of the “European Business Ethics Network”, art. 42, each member of EBEN Switzerland is also member of the “European Business Ethics Network”. EBEN membership fees are included in the EBEN-Switzerland fees and are conducted to EBEN.

(8) There are different types of membership that differ in the amount of the contribution: (8.1) Students and unemployed: 50,- CHF/year, (8.2) Individual

members: 100 CHF/year, (8.3) Non-Profit-Organizations: 200 CHF/year, (8.4) Enterprises: 300 CHF/year.

(9) The membership fee is to be paid every January for the current calendar year to the account of EBEN Switzerland - Swiss Business Ethics Network.

(10) Amount and date of maturity of membership fees are set by the general meeting, following the proposal of the board.

Paragraph III: Financial resources of the association

(1) The financial resources of the association consist of membership fees, Patronage contributions, donations, fees and subsidies, investment incomes.

Paragraph IV: Governing body of the association

Governing bodies of the association:

(1) The general meeting

(1.1) The general meeting takes part at least once a year or at the written request of at least 20% of the members or if it is of general interest to the association or if the board sees the need.

(1.2) Invitation in writing or electronically on presentation of an agenda issued at least two weeks before the date of the meeting.

(1.3) Quorum: at least 10% of all members. (1.3.1) If the quorum is not present: renewed invitation (possibly for the same day) and (1.3.2) subsequently

quorate, regardless the number of members present.

(1.4) Head of the general meeting is a member of the board, usually the chairman, or is elected by the general meeting at request.

(1.5) The proceedings of the general meeting shall be minuted. (1.5.1) The 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 (1.7.1) acceptance of the annual report, (1.7.2) approval of the annual financial statement and approval of the auditor's actions, (1.7.3) approval of the activities of the board, (1.7.4) election of the board and two auditors, (1.7.5) approval of the board's actions, (1.7.6) determination of the membership-fee (proposal of the board or two-thirds majority), (1.7.7) revision of the statutes (two-thirds majority), (1.7.8) dissolution of the association (proposal of the board or two-thirds majority), (1.7.9) awarding of honorary membership, (1.7.10) dissolution of the board (individually or entirely) (two-thirds majority) on presentation of important reasons.

(2) The board

(2.1) The board consists of at least two, at most five persons,

(2.2) constitutes itself independently,

(2.3) is quorate if all members have been duly invited and (2.3.1) at least 50% of its members are present. (2.3.2) Resolution of the board requires a simple majority. (2.3.3) In case of a tie, the chairman casts the deciding vote.

(2.4) Term of the board: 3 years, (2.4.1) re-election is possible

(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 court.

(2.7) Functions of the board are (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) installation of commissions and working groups if needed, (2.7.5) the installation of a management office, (2.7.6) creation of the annual budget, (2.7.7) creation 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 need not to be members of the association and must 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) Solely the association's funds shall be liable for any liabilities of the association. (§ 75a Swiss Civil Code)

(2) 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.