

**BYLAWS**

**HELVETAS Swiss Intercooperation**



Photo: Simon B. Opladen

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## I. Name, Registered Office, Objectives

### Art. 1

#### Name and registered office

(1) Under the terms of Art. 60 *et seq.* of the Swiss Civil Code a non-party-political and secular association has been created under the name of

#### **HELVETAS Swiss Intercooperation**

with its registered office in Zurich. HELVETAS Swiss Intercooperation is legally registered as an association.

(2) HELVETAS Swiss Intercooperation respects the linguistic, cultural and denominational diversity of Switzerland in the composition of its management bodies and in the use of its funds within the country.

(3) HELVETAS Swiss Intercooperation may operate branch offices in Switzerland and abroad.

### Art. 2

#### Objectives

(1) HELVETAS Swiss Intercooperation aims to make an active contribution to improving the living conditions of economically and socially disadvantaged people in Africa, Asia, Latin America and Eastern Europe, as well as striving to ensure the sustainability of their livelihoods. HELVETAS Swiss Intercooperation works in Switzerland and abroad with the aim of eliminating fundamental global inequities, and promoting international solidarity amongst the Swiss people.

(2) HELVETAS Swiss Intercooperation fulfils these objectives through the following activities in particular:

- a) supporting and implementing development projects, programmes and campaigns at grass-roots level on a partnership basis, fostering the capacities and independence of disadvantaged individuals and groups in society, and promoting social justice;
- b) providing advice and training to organisations and individuals engaged in development and international co-operation;
- c) promoting awareness of development aid policy and solidarity among the Swiss people - in particular, amongst young people;
- d) participating in the shaping of public opinion on development aid policy and the decision-making process regarding development aid

- policy in Switzerland within the scope of the objectives of HELNETAS Swiss Intercooperation;
- e) informing the public at large with respect to the work of HELNETAS Swiss Intercooperation in countries of Africa, Asia, Latin America and Eastern Europe and their relations with Switzerland;
  - f) promoting inter-cultural understanding and exchanges;
  - g) co-operating and undertaking dialogue with private organisations, public institutions and authorities which pursue the same or similar objects both within Switzerland and abroad.
- (3) HELNETAS Swiss Intercooperation takes account of the cultural values of the peoples implicated in all its activities, and tailors its activities to the local social and ecological context.
- (4) It is not the objective of HELNETAS Swiss Intercooperation to make a profit or act in its own self-interest.

## II. Membership

### **Art. 3**

#### *Requirements for membership*

- (1) Membership is open to individuals only.
- (2) Membership is granted and renewed by payment of the annual membership subscription.
- (3) Payment of membership is understood as a commitment to the bylaws of the Association.

### **Art. 4**

#### *Rights and duties*

- (1) Members will be periodically informed about the activities of HELNETAS Swiss Intercooperation.
- (2) Members are expected to pay their membership subscription annually. Members cannot be held personally liable for any debts of

HELVETAS Swiss Intercooperation, Persons acting on behalf of the Association remain subject to Art. 55. Sub-section 3. ZGB.

#### **Art. 5**

#### *Termination of membership*

(1) Every member may decide to cease their membership at the end of the financial year. Membership terminates automatically if a member fails to pay their subscription despite a reminder.

(2) The Board of Directors has the right to expel any member, without stating the reasons. The expelled member can appeal to the Arbitration Committee; this should be made by registered letter within 20 days of notification of expulsion. The 20 day period is calculated from the notification of exclusion. The Arbitration Committee makes the final decision after holding a hearing.

### **III. Management Bodies**

#### **Art. 6**

#### *Summary*

The Management Board bodies of HELVETAS Swiss Intercooperation are:

- A. The General Assembly
- B. The Board of Directors
- C. The Management Board
- D. The Regional Groups
- E. The Auditors
- F. The Arbitration Committee

#### **A. The General Assembly**

#### **Art. 7**

#### *Importance and composition*

(1) The General Assembly is the supreme management body of the Association.

(2) Each member is eligible to participate in the General Assembly.

### **Art. 8**

#### *Convening*

(1) The ordinary General Assembly takes place annually, following the production of the annual report and the closing of the accounts of the preceding financial year. It is convened by the Board of Directors, with at least four weeks advance notice. Notification comprises a statement of the items on the agenda that is published in the journal or website of the Association, sent directly to members, or similarly announced.

(2) An extra-ordinary General Assembly can be convened:

- by the Board of Directors,
- at the demand of one fifth of all members

In other respects, such a meeting is organised precisely as an ordinary General Assembly. The extra-ordinary General Assembly must be held within three months of the decision by the Board of Directors or of the submission of a request by one-fifth of the members.

(3) The Board of Directors chooses the location of the General Assembly. The General Assembly may be held at several locations simultaneously. The Board of Directors may arrange for members who are not in attendance at the venue of the General Assembly to exercise their rights electronically (hybrid General Assembly). The Board of Directors may also decide that the General Assembly be conducted without a venue by electronic means (virtual General Assembly).

(4) The agenda is set by the Board of Directors. If at least one per cent of the members of the Association submit a request to discuss a specific item at the next General Assembly, the Directors must add any such item to the Agenda for that General Assembly. Such a request must be made at least eight weeks prior to the date of the corresponding General Assembly, by registered letter.

(5) Applications by members which do not satisfy the conditions described in sub-section 4 are assessed by the Board of Directors. The Board of Directors decides at sole discretion whether the requested items may be placed on the agenda despite the non-fulfilment of the conditions.

**Art. 9***Terms of reference*

The General Assembly has the following powers:

- a) formulation and amendment of the bylaws;
- b) approval of guiding principles;
- c) approval of the annual report and the annual financial statement;
- d) appointment of the members, the chair and the vice-chair of the Board of Directors for a term of office of two years; and their recall, which is permissible during their term only for a serious reason (e.g. a breach of the Code of Conduct);
- e) appointment of the chair of the Arbitration Committee for a term of office of two years, and their recall;
- f) appointment of Auditors for a term of office of one year, and their recall;
- g) determination of the total membership subscription;
- h) adoption of a resolution for merger with another legal entity established under private law or a corporate body;
- i) adoption of a resolution for winding-up the Association;
- j) adoption of a resolution for all items presented to the relevant General Assembly according to the agenda.

**Art. 10***Chair, resolutions*

(1) The chair or the vice-chair chairs the General Assembly.

(2) All members who are in possession of a voting card as a result of having provided notification of their participation at the General Assembly have the right to vote.

(3) Voting and appointments take place in public unless the chair or at least one tenth of those present entitled to vote demand(s) a secret ballot.

(4) Subject to sub-section 6 (see below) and mandatory legal provisions, resolutions of the General Assembly are adopted on the basis of a simple majority. The Chair has the casting vote if the need arises.

(5) The absolute majority is decisive in the first ballot for appointments, and the relative majority in the second. In the event of exactly equal polling, lots will be drawn.

(6) A majority of two thirds of validly cast votes (excluding abstentions) is required for amendments to the bylaws and the dissolution of the Association.

(7) Each member has one vote regarding appointments and resolutions of the General Assembly.

## B. The Board of Directors

### **Art. 11**

*Term, composition,  
voluntary nature*

(1) The Board of Directors consists of no fewer than eleven and no more than eighteen members.

(2) The members of the Board of Directors have a term of office of two years. They may be re-elected. The maximum length of a term of office on the Board of Directors is in principle twelve years.

(3) The members of the Board of Directors serve on a voluntary basis and in principle may only claim reimbursement for their actual expenses. The chair may be paid an appropriate level of compensation, and other members of the Board of Directors may be remunerated for particular services.

### **Art. 12**

*Constitution, convening*

(1) The Board of Directors shall constitute itself, subject to the election of the chair and vice-chair.

(2) The Board of Directors holds the meetings or business conferences necessary for its work, with at least two *per annum* being ordinary meetings. The Committee is convened on the instructions of the chair, or at the demand of five members of the Board of Directors. This must be done in writing, stating the items on the agenda, and in good time.

### **Art. 13**

*Terms of reference*

(1) The Board of Directors is the supreme controlling body of all activities of HELVETAS Swiss Intercooperation and bears the responsibility for this



towards the General Assembly. The Board of Directors decides on all matters that have not been devolved to a different body.

(2) The Board of Directors is particularly responsible for:

- a) developing the guiding principles and ensuring their adoption by the General Assembly;
- b) declaring the strategy and policy of HELVETAS Swiss Intercooperation;
- c) issuing and approving standing orders affecting the organisation as a whole or employees on Swiss contracts, in particular a standing order governing matters pertaining to the organisation or running of the Association;
- d) proposing motions to the General Assembly for the new or confirmatory appointment of members of the Board of Directors, and also proposing motions for their recall for a compelling reason;
- e) appointing delegates from amongst the members of the Board of Directors;
- f) forming committees and appointing an advisory board;
- g) replacing Board of Directors members on their retirement during their appointed term;
- h) accepting the annual report and the annual financial statement;
- i) appointing the director and deputy director as well as confirming the members of the Management Board;
- j) supervising the Management Board and the branches under it;
- k) approving annual programmes and budgets and any supplementary expenditure, as well as financial policy and financial planning.

#### **Art. 14**

##### *Chair, resolutions*

(1) The chair or vice-chair in the chair's absence presides over the meeting. The Board of Directors has a quorum if more than half of its members are present. It adopts resolutions on the basis of a simple majority of votes cast. The chair has the casting vote. The absolute majority is decisive in the first ballot for appointments and the relative majority in the second. In the event of exactly equal polling, lots will be drawn.

(2) The director and the members of the Management Board participate in the meetings of the Board of Directors in an advisory capacity.

Relevant responsible employees at the business office and its branches may also be invited to participate according to necessity and the business in hand.

(3) The Board of Directors may adopt individual resolutions by way of a circulating letter. The acceptance of two-thirds of all members of the Board of Directors is required for adoption of a decision by circular resolution. Resolutions adopted in this way are included in the minutes of the subsequent ordinary meeting.

#### **Art. 15**

##### *Delegates*

(1) The Board of Directors may appoint delegates, in particular for:

- finances;
- communications and fund-raising in Switzerland;
- international programmes; and
- advisory services.

(2) The delegates advise the Board of Directors and the Management Board in their specialist fields. They focus their inputs on fundamental and long-term developments in their fields of specialisation, producing recommendations for guidelines to be considered by the Board of Directors. The delegates have no direct power to give instructions to the Management Board and do not bear individual responsibility.

#### **Art. 16**

##### *Committees*

(1) The Board of Directors may establish committees (standing or *ad hoc*) to discuss and discharge specific tasks and topics, and can grant them the necessary powers.

(2) The Management Board is represented in all delegations and committees in an advisory capacity.

#### **Art. 17**

##### *Advisory board*

(1) The Board of Directors may appoint an advisory board for a term of two years to assist it in matters concerning development policy.

(2) The advisory board comprises between five and ten politically engaged persons.

(3) At least one member of the advisory board must be simultaneously a regular member of the Board of Directors.

(4) The advisory board meets in the presence of the chair and members of the Management Board at least once annually in order to advise on matters concerning development policy. The advisory board assists HELVETAS Swiss Intercooperation in contacts with the federal parliaments, the federal council and the federal administration.

### C. The Management Board

#### **Art. 18**

#### *Terms of reference*

(1) The Management Board is responsible for the conduct of all operational activities of HELVETAS Swiss Intercooperation in Switzerland and abroad, in accordance with the resolutions and directives of the General Assembly and the Board of Directors.

(2) The Management Board is particularly responsible for:

- a) preparing for the General Assembly
- b) proposing motions to the Board of Directors and preparing for the business concerned
- c) maintaining minutes with respect to resolutions of the General Assembly and the Board of Directors
- d) implementing the resolutions of the General Assembly and the Board of Directors
- e) conducting the operational business of HELVETAS Swiss Intercooperation with regard to personnel, organisational, technical and financial matters and
- f) informing all management bodies and members with regard to substantial developments in the activities of HELVETAS Swiss Intercooperation.

(3) Provision regarding the delegated duties, responsibility and powers of the Management Board, including its financial powers, is made through standing orders of the Board of Directors.

(4) The associated branches in other parts of Switzerland undertake the tasks allocated to them by the Management Board. The Management Board may, within the scope of its responsibility, delegate individual powers to these branches, provided that they lie within their competence.

(5) Branch offices may be maintained abroad. The branch offices report to the Management Board and, under its supervision, undertake the work of HELVETAS Swiss Intercooperation abroad in accordance with the resolutions and guidelines of the Management Board and the Board of Directors.

## D. The Regional Groups

### **Art. 19**

#### *Formation of groups*

(1) Members within Switzerland and the Principality of Liechtenstein may unite to form regional groups in the interests of the widespread local and regional establishment of HELVETAS Swiss Intercooperation.

(2) Regional groups can renew themselves and are supported in doing so by the Management Board and the regional branches.

(3) The regional groups of HELVETAS Swiss Intercooperation have no separate legal identity. They are subject to the bylaws of HELVETAS Swiss Intercooperation. The Board of Directors is responsible for issuing binding rules for their work.

### **Art. 20**

#### *Tasks of regional groups*

(1) The regional groups support the work of HELVETAS Swiss Intercooperation through public relations work, campaigns and events. They participate on a local or regional scale in raising funds for achieving the objectives of HELVETAS Swiss Intercooperation. They are also active in recruiting new members for HELVETAS Swiss Intercooperation.

## E. The Auditors

### **Art. 21**

#### *Terms of reference*

(1) The Auditors must discharge their legal responsibilities. In particular, they examine the bookkeeping entries and the annual financial statement of the Association, and report to the Board of Directors, for attention of the General Assembly. The Auditors may additionally perform an audit on behalf of the Swiss Federation or another public donor if they receive instructions to this effect.

(2) The Auditors must be accredited auditors who are members of EXPERTSuisse, the Swiss Expert Association for Audit, Tax and Fiduciary.

## F. The Arbitration Committee

### **Art. 22**

#### *Duties and terms of reference*

(1) An Arbitration Committee is established to hear appeals and complaints of all kinds, as well as to settle any disputes between different management bodies of the Association. The Arbitration Committee consists of a chair appointed by the General Assembly, and at least two assessors. The assessors are appointed by the chair for each case to be judged, and must be acceptable both to the complainant and to the person or management body against which complaint is made.

(2) The chair may request that an appointment is made by the General Assembly if s/he is unable to do this. Only persons who do not belong to any other permanent management body of HELVETAS Swiss Intercooperation are eligible for appointment as chairman and assessors.

(3) The Arbitration Committee bases its decisions on the bylaws, taking into account the objectives of HELVETAS Swiss Intercooperation. The jurisdiction of the state courts is not affected by the decisions of the Arbitration Panel.

(4) The Arbitration Committee may only hear complaints formulated in writing. It shall notify the persons or bodies about the written complaint made against them, and obtain their written response.

## IV. Provisions for closure

### **Art. 23**

#### *Distribution of assets*

(1) The assets remaining after dissolution will be allotted by resolution of the General Assembly to one or more private charitable legal entities which have their registered office in Switzerland, are exempt from paying tax by virtue of their charitable or public purpose, and pursue the same or similar objectives to those of HELVETAS Swiss Intercooperation.

(2) The Association may only merge with a legal entity that has its registered office in Switzerland and is exempt from paying tax by virtue of its charitable or public purpose.

(3) None of the assets shall be redistributed to the members or patrons of the Association.

### **Art. 24**

#### *Announcements*

Announcements to the members are published on the Association's website unless there is a different legal requirement or the bylaws afford an alternative means and the Board of Directors makes use of those possibilities.

### **Art. 25**

#### *Commencement*

These bylaws have been adopted by the General Assembly of HELVETAS Swiss Intercooperation held on the 16<sup>th</sup> of June 2023 in Zurich. They replace the bylaws of HELVETAS, which were adopted on 9 April 2011 in Zurich. These bylaws come into force on the day they are adopted by resolution of the General Assembly.<sup>1</sup>

<sup>1</sup> The legally binding version of the bylaws is the version in German language.

Zurich, June 16<sup>th</sup>, 2023  
HELVETAS Swiss Intercooperation

Regula Rytz  
President

Melchior Lengsfeld  
Executive Director