unicef

Switzerland Liechtenstein

Statutes of the Association

Committee for UNICEF Switzerland and Liechtenstein
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1 The Association

1.1 Name and registered office

1 The

«Komitee für UNICEF Schweiz und Liechtenstein»
«Comité pour l'UNICEF Suisse et Liechtenstein»
«Comitato per l'UNICEF Svizzera e Liechtenstein»
"Committee for UNICEF Switzerland and Liechtenstein"

is established pursuant to Art. 60 et seq. of the Swiss Civil Code (ZGB) as a politically and confessionally neutral association.

1.2 Purpose

1 UNICEF (United Nations Children's Fund) is the children's aid organization of the United Nations and comes to the aid of children worldwide.

2 The Association represents the interests of UNICEF in Switzerland and Liechtenstein.

3 The Association's goal is to actively contribute to the improvement of the situation of children around the world and in Switzerland and Liechtenstein, to advocate that all children, regardless of race, religion, origin, nationality and association, are afforded children's rights, and to promote the international solidarity of the peoples of Switzerland and Liechtenstein. The framework for the work of the Association is the Convention on the Rights of the Child.

4 The following activities are particularly important to the purpose stated above:

a) providing information about the work of UNICEF and mobilizing support by the Swiss and Liechtenstein public;
b) collecting donations for UNICEF projects and programmes that benefit disadvantaged children and supporting and monitoring international programs and the related reporting to donors in compliance with existing guidelines;
c) guiding, observing and supporting the implementation of the Convention on the Rights of the Child in Switzerland and Liechtenstein.

5 The Association performs its activities within the context of its legislative and contractual duties towards UNICEF (Cooperation Agreement). It fulfills its responsibilities in accordance with the recognized principles and rules of corporate governance. The framework for this is provided by the Principles of Good Governance of National Committees.

2 Delegate structure

1 The Association is organized as a Delegate structure, i.e., the members elect Delegates who are responsible for representing the members, supervising the Association and controlling the Managing Board.

2 There is no relationship under labor or contract law between the Association and the Delegates. The Delegate Meeting decides about exceptions at the request of the Managing Board.

3 Membership

3.1 Member categories

1 The Association recognizes the following membership categories:

a) individual members
b) honorary members

2 Individual members are natural persons who are prepared to work towards the realization of the Association's purpose. They have active and passive voting rights.

3 Honorary members are persons who in a special manner have rendered great service to the goals of UNICEF. Honorary members are absolved from the obligation to pay dues and are invited to regular Delegate Meetings as guests without petitioning and voting rights.

3.2 Acceptance

1 The Business Office accepts individual members.

2 The Delegate Meeting accepts honorary members at the request of the Managing Board.

3.3 Termination of membership

1 Each member can renounce their membership in writing, and individual members can also do so by ceasing to pay their annual membership dues.

2 Individual members can be expelled by the Managing Board, while honorary members can be expelled by the Delegate Meeting. This is done after a prior hearing and can happen at any time.

3 If expelled by the Managing Board, the expelled member can contest the expulsion in writing within 30 days of receipt of the notice of expulsion for the attention of the next Delegate Meeting, which will render a final decision on the expulsion.

4 Governing and executive bodies of the Association

1 The governing and executive bodies of the Association are

a) Delegate Meeting
b) Managing Board
c) Standing Commissions
d) Business Office
e) External Audit Office

2 No person may be a member of a governing or executive body of the Association for a cumulative period of more than 16 years; the Business Office is the exception to this rule.

5 Delegate Meeting

1 The Delegate Meeting is the highest governing body of the Association and fulfills the tasks of the meeting of members to the fullest extent. It consists of a maximum of 34 Delegates and, until the end of the current term of office, also those members of the Managing Board and the Standing Commissions who are not or no longer Delegates.

2 Delegates are exclusively elected electronically.

3 Where seats are reallocated, a so-called overhang mandate may apply during an election term, i.e., the Association may have more than 34 Delegates during that period.

4 The election of Delegates is governed by separate regulations.

5 The Managing Board convenes the Delegate Meeting by written or electronic notice, accompanied by the agenda, given at least four weeks in advance.

6 The Delegate Meeting meets at least once a year. Upon resolution by the Managing Board, the Meeting can also be held digitally. The meeting held after April 1 is the regular Delegate Meeting (annual meeting).

7 Pursuant to a resolution adopted by the Delegate Meeting, additional Delegate Meetings can be convened by invitation of the Managing Board or, if demanded by one-fifth of the Delegates, the President, by written or electronic notice accompanied by a list of the items on the agenda.

5.1 Ordinary Delegate Meeting

1 The ordinary Delegate Meeting has authority to

a) elect and remove from office the President, Vice-President and other members of the Managing Board;
b) monitor the Managing Board and other governing and executive bodies of the Association;
c) elect and remove from office the President, Vice President and other members of the Standing Commissions;
d) elect external auditors;
e) take note of the reports submitted by the Managing Board, Commissions and Business Office;
f) approve the annual accounts, including the notes and the performance and management report;
g) grant discharge to the Managing Board, Standing Commissions and Business Office;
h) approve the principles governing the Association's activities and define the strategic focus;
i) adopt the Code of Conduct of the Committee for UNICEF Switzerland and Liechtenstein;
j) adopt the Child Safeguarding Policy;
k) appoint and expel honorary members;

l) approve amendments to the Association's Statutes and the dissolution of the Association;
m) decide on other transactions submitted to it by the Managing Board;
n) adopt Rules of Procedure and other regulations that may be required;
o) determine the amount of membership dues.

5.2 Other Delegate Meetings

1 Other Delegate Meetings generally have the same authority as the ordinary Delegate Meeting pursuant to section 5.1 above.

5.3 Rules governing Delegate Meetings

5.3.1 Chair and minutes

1 The President (or the Vice-President in their absence), a member appointed by the Managing Board, or the Delegate with the longest time in office chairs the Delegate Meeting. The Business Office is responsible for keeping the minutes.

5.3.2 Passing of resolutions

1 The Delegate Meeting is quorate if it has been properly convened and a majority of the Delegates are present. If the Delegate Meeting is not attended by the number of Delegates needed to be quorate, the Managing Board will convene a new Delegate Meeting without, however, being bound by the notice period pursuant to section 5 para. 4. This reconvened Meeting will be quorate even if less than the majority of Delegates are present.

2 The right to vote is personal and is granted to the Delegates, the members of the Managing Board and the members of the Standing Commissions. Proxies are excluded.

3 The Delegate Meeting adopts its resolutions either at physical or digital meetings or by way of written resolutions.

4 Resolutions are generally adopted by a simple majority of the votes cast by those granted the right to vote at the Delegate Meeting. If votes are tied, the President has the casting vote.

5 In the case of elections, the first round of balloting is decided by an absolute majority and the second by a relative majority of the valid votes cast. If votes are tied in the second round of balloting, lots will be drawn. Voting on resolutions and elections is done by an open show of hands unless a Delegate demands a secret ballot.

6 The Rules of Procedure govern the execution of the Delegate Meeting.

5.3.3 Ballot vote

1 The Delegate Meeting or the Managing Board may submit decisions of particular gravity to a ballot vote by the individual members (advisory vote).

2 The ballot vote is cast electronically.

6 Managing Board

6.1 Election and composition

1 The Managing Board consists of at least five and at most seven members. The presidents of the Standing Commissions are ex officio members of the Managing Board.

2 The Delegate Meeting elects the members of the Managing Board for a term of office of four years; two re-elections are possible.

3 Generally, only Delegates can be elected, but justified exceptions are possible. Association members who were not re-elected as Delegates remain on the Managing Board until the end of their mandate, after which they may be re-elected.

6.2 Election of the President and Vice-Presidents

1 The Delegate Meeting elects a President and two Vice-Presidents from among the members of the Managing Board; one of them must come from the Principality of Liechtenstein. They may be re-elected once.

6.3 Duties of the Managing Board

1 The Managing Board is the highest executive body of the Association.

2 Subject to the duties of the Delegate Meeting, the Managing Board takes decisions about all matters pertaining to the Association.

3 It leads the Association in accordance with the principles of fairness, accountability, transparency and responsibility.

4 The duties of the Managing Board in particular include

a) determining the Association's organizational structure;
b) representing the Association towards internal and external parties;
c) setting up the financial planning function and determining the Association's strategic objectives;
d) approving the annual budget and the medium-term budget;
e) appointing and dismissing the persons entrusted with the management of business operations;
f) supervising the persons entrusted with the management of business operations, in particular with regard to compliance with the law, Statutes, regulations and directives;
g) drawing up the annual report, preparing the Delegate Meeting and implementing its resolutions.

5 Further tasks of the Managing Board are governed by the Rules of Procedure.

7 Standing Commissions

1 The Association has three Standing Commissions to handle tasks related to special fields and to advise the Managing Board and Business Office on specific issues:

a) Audit Commission (AUKO)
b) Election Commission (WAKO)
c) Fundraising Commission (FUKO)

2 The Delegate Meeting elects the presidents and members of the Standing Commissions to a four-year term of office; two re-elections are possible. Members cannot sit on more than one Standing Commission.

3 The tasks and manner of working of the Standing Commissions are defined in the Rules of Procedure and/or their own regulations.

8 Non-standing commissions, committees and work groups

1 The Managing Board may appoint additional non-standing commissions, committees and work groups. It elects the presidents as well as members of such bodies.

2 The Rules of Procedure set out the details.

9 Business Office

1 The Business Office is headed by an Executive Director.

2 The authority and functions of the Executive Director and the Business Office are determined by the Managing Board.

10 External Audit Office

1 The External Audit Office consists of a trust and auditing firm that is a member of the Swiss Chamber of Auditors (Schweizerische Kammer für Revisionswesen).

2 It audits the Association's accounting and annual financial statements for accuracy, completeness, truthfulness, and compliance with the budget approved by the Managing Board and submits a written report to the Managing Board for the attention of the annual meeting.

11 Financial matters

11.1 Association's funds

1 The financial expenditures of the Association must be covered by

a) membership dues;
b) other donations by third parties to the Association;
c) assets (acquired committed [designated] and acquired uncommitted capital of the Association);
d) the amount raised by the Association's fundraising activities that UNICEF allows it to retain under the JSP (Joint Strategic Plan) and Cooperation Agreement.

2 Any excess of funds shown in the annual financial statements may only be used for the purposes of the Association. Any other use, in particular any distribution to members or Delegates, is excluded.

11.2 Setting of annual membership dues

3 Individual members pay an annual amount determined by the Delegate Meeting.

4 Honorary members pay no annual dues.

12 Liability

1 The assets of the Association are exclusively liable for the Association's liabilities (Art. 75a ZGB).

13 General provisions, amendments of the Statutes and dissolution

13.1 Voluntary service

1 Members, honorary members, Delegates, Presidents, Vice Presidents, Managing Board members and members of Standing Commissions and non-standing commissions, committees and work groups work exclusively as volunteers. No compensation is paid for their activities on behalf of the Association.

2 Separate regulations govern the reimbursement of actual expenses.

13.2 Duty to abstain

1 The affected members of the Managing Board, the Delegate Meeting, the Standing Commissions and the non-standing commissions, committees and work groups must abstain from participation in all decisions affecting the personal, economic or political interests of individual members.

2 Cases of doubt are decided by the relevant governing or executive body.

3 Abstentions and doubtful cases are recorded in the minutes.

13.3 Amendments of the Statutes

1 The Statutes can only be amended by a resolution passed by a majority of two-thirds of all Delegates present at the Delegate Meeting.

13.4 Dissolution/liquidation of the Association

1 The Association can only be dissolved by a resolution passed by a majority of two-thirds of all elected Delegates at a Delegate Meeting specifically convened for this purpose.

2 If less than two-thirds of the Delegates participate in the Delegate Meeting convened for the purpose of approving a dissolution, a second Delegate Meeting will be convened in compliance with the invitation period pursuant to section 5 para. 5, at which a dissolution may be approved by two-thirds of the attending Delegates.

3 If dissolution of the Association is approved, the Managing Board will liquidate the Association. Any liquidation surplus will be transferred to UNICEF for use consistent with its mission.

14 Transitional provisions

1 The members of bodies elected under the previous Statutes will continue to exercise their duties under the new Statutes for the remainder of their current term of office.

2 The previous regulations continue to apply for as long as the executive right mentioned in these Statutes has not been approved.

15 Final provisions

The Delegate Meeting of the Committee for UNICEF Switzerland and Liechtenstein approved this version of the Statutes on September 23, 2022. It replaces the version dated May 2022.

Zurich, September 23, 2022

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