

STATUTES OF THE SOCIAL BUSINESS CLUB ASSOCIATION

(English Version of the 23th of August 2020)

I. NAME AND SEAT

Art. 1 *Name*

Under the name Social Business Club at the University of St. Gallen exists an association in the sense of Art.60 ff. CC as a legal entity. The association exists for an indefinite period.

Art. 2 *Seat*

The association has its seat in St. Gallen.

II. AIM AND PURPOSE

Art. 3 *Aim and Purpose*

The aim of the Social Business Club is to spread and promote the idea of Social Businesses at the University of St. Gallen. It aims to shift the focus from a solely financial-profit-oriented economy to a market economy oriented with highly social impacts.

III. MEMBERSHIP

Art. 4 *Construction and Application*

- 1) Natural and legal persons who recognize and are willing to promote the goals and objectives of the association may become passive members of the association. The Club consists of active and passive members. Active members are privileged for events and other club services of the club. In contrast to passive members, they further receive a right to vote in the general meeting and pay a membership fee.
- 2) In the year 2020/21 the membership can be concluded during any time. Applications for memberships have to be done at events through one of the official forms of the Social Business Club, namely a physical subscription form or the form on the Social Business Club website.
- 3) The membership fee for a whole university year amounts to 30 CHF. The membership fee is reduced on a quarterly basis in relation to the time of joining the club as an active member.
- 4) Board Members automatically become active members during their term and can voluntarily contribute to the club through paying the membership fee.
- 5) A withdrawal of membership is only possible by the end of a university semester. The withdrawal can be communicated orally or in writing. It can either be done through an oral or written announcement to one of the Board members or through the form on the website. Active members can only resign at the end of or during the first month of a university semester, subject to a one week period of notice.

- 6) During stays abroad which last at least half a year the membership can be suspended at the written request of the member to the Board or through the form of the website. The membership fees will be reduced half year wise relative to the time spent abroad. During the time of suspension, the members do not have the right to benefit from the services included in the membership.

Art. 5 Termination

The membership expires by:

- a) Resignation;
- b) Exclusion;
- c) Death.

The exclusion can be pronounced by the board with a three-quarters majority against any member who is guilty of dishonourable behaviour or who damages the interests of the association. As a rule, the decision of exclusion will only be made after hearing the member, will be communicated to him/her in writing and is valid immediately. An appeal to the general meeting is not possible.

IV. ORGANS

Art. 6 Organs

The organs of the Social Business Club are:

- a) The General Meeting;
- b) The Board of Directors;
- c) The Advisory Board.

A. THE GENERAL MEETING

Art. 7 Set up and Participation

- 1) Every active member has the right to participate in the General Meeting.
- 2) The Annual General Meeting is held annually at the end of the university year.
- 3) The invitation to the General Meeting shall be issued in writing by the Executive Board with at least two weeks' notice, stating the agenda.
- 4) On a voluntary basis motions for the agenda to be discussed at the General Meeting must be submitted in writing to the Co-Presidents at least three weeks in advance.

Art. 8 Extraordinary General Meeting

An Extraordinary General Meeting is to be convened by resolution of the Board of Directors, by request of at least one fifth of the members. The invitation must be sent ten days before the meeting.

Art. 9 Tasks and Competences

The tasks and competences of the General Meeting are as follows:

- a) To approve the annual report, the annual accounts and the balance sheet;
- b) Acknowledgment of the annual budget;

- c) Acknowledgment of the pre chosen Board members of the next term;
- d) Acknowledgment of changes in the Advisory Board composition;
- e) Handling of appeals;
- f) Amendment of the statutes;
- g) Dissolution of the association.

Art. 10 *Voting Rights*

- 1) Resolutions at the General Meeting are taken by open vote with a simple majority. The vote is only secret if this is expressly requested by the majority of the members present. In case of a tie, the result of a simple majority vote solely within the seven Board members has the casting vote.
- 2) All members present have the same voting right. Representation is permitted for natural persons. The legal persons are considered as one member, have one vote and exercise its right to vote through an authorized representative.
- 3) A member is excluded from the right to vote when a decision on the discharge of the concerned member is made, when the concerned member is involved in a legal transaction or a legal dispute with the association.
- 4) Passive members have no voting right.

B. THE BOARD OF DIRECTORS

Art. 11 *Creation*

- 1) Due to significant restructuring of the board, the advisory board and the membership possibilities of the association, the organizational structure is to be revised by the current board at the end of the university year. The adaptations in the structure of the association decided by the previous Board of Directors are tested by the current Board in their term, the university year 2020/21.
- 2) At the end of the university year, the current Board decides with support of the Advisory Board on upholding or changing the structure of the upcoming Board.
- 3) Due to the special condition of the restructuring of the Board, the following Board is chosen by the current Board who decides on the composition of the future Board. The application process for the future board is open and promoted to every student of the University of St. Gallen.
- 4) The current Board decides on the composition of the following Board to be proposed to the General Meeting. In an internal tie situation regarding decisions on future positions and their composition for each position, the person upholding the most similar position to the concerned one has a casting vote.

Art. 12 *Composition*

- 1) The Board of Directors is elected by the previous Board for a term of office of at least two university semesters. Within the following period the current board retains the exceptional rights to adapt the organizational structure and to make preliminary decisions regarding new board positions to be filled.
- 2) It shall be composed exclusively of members of the University of St. Gallen and shall constitute itself. The Executive Board shall have a quorum if at least two

members are present. It shall be convened at the request of the Co-Presidents or at the request of a member of the Executive Board.

- 3) If members of the Board resign during their term of office or positions cannot be filled, the Board complements itself. Such elections shall be submitted for confirmation at the next General Meeting.
- 4) The Board of Directors is composed:
 - a) Two Co-Presidents;
 - b) Head of Relay Platform;
 - c) Head of Events;
 - d) Head of Marketing;
 - e) Head of Finance and Sponsoring;
 - f) Head of Community.
- 5) Cumulation of offices is permitted.

Art. 13 Tasks and Competences

The Board of Directors is in principle entitled to all powers which are not expressly reserved to the General Meeting. These are in particular:

- a) Preparation and execution of the ordinary and Extraordinary General Meeting;
- b) Preparation of statutes, motions and regulations;
- c) Preselection of future Board members and their proposal to the General Meeting;
- d) Admission and exclusion of members;
- e) Election of the future board members;
- f) Calculation of the annual budget;
- g) Determination of the membership fees.

Art. 14 Representation

The Board represents the Association externally. It signs collectively through both of the Co-Presidents.

C. THE ADVISORY BOARD

Art. 15 Composition

- 1) The current Advisory Board consists of five previous members of the Social Business Clubs.
- 2) Changes in the composition need to be approved by the current Board of Directors in a simple majority voting procedure.

Art. 16 Tasks and Competences

- 1) The tasks of the Advisory Board are as follows:
 - a) Support in finding the long-term strategic direction of the club;
 - b) Advising the club on the implementation of the goals and also advising involved interest groups;
 - c) Proposals and advice from the Advisory Board meeting shall be submitted within two weeks to Co-Presidents in writing.

- 2) The competences of the advisory board are as follows:
 - a) Convening of meetings of the Advisory Board, if necessary;
 - b) Convening meetings of the Board, if necessary;
 - c) Mediating conflicts within the Board, if necessary;
 - d) Requesting status reports to be presented at the Advisory Board meeting;
 - e) or thematic adjustment of the presentation in the Advisory Board meeting by the Co-Presidents, if desired.
- 3) Further missions of the Advisory Board are currently developed together with the current Board. Regulations are discussed internally every year in agreement with the new board of directors and are available any time to any active members if requested.

Art. 17 Meetings and Voting

- 1) The meetings of the Advisory Board are held as follows:
 - a) Decisions are made by simple majority;
 - b) During the Advisory Board meeting, at least one of the Co-Presidents and another member of the board must be present, every board member may also participate;
 - c) The current facts and figures must be presented to the advisory board, which presentation will be sent to the advisory board for review at least two weeks in advance. With the dispatch of the fact and figures all current Board members are informed about the upcoming Advisory Board meeting and the invitation to join.
- 2) The advisory board meeting takes place twice a year at the end of each semester (June and December).
- 3) Following the Advisory Board meeting, the Board will be sent minutes by one of the Co-Presidents.

V. ASSOCIATION ASSETS

Art. 18 Composition and Reinvestment

- 1) The assets of the association are formed from the annual contributions of the members, from surpluses of the operating account, from sponsoring, possible gifts, event contributions and legacies.
- 2) In the event of a positive financial result, a refund to the members is excluded. In this case the Board has to submit at least two proposals to reinvest the surpluses in Social Businesses or another good cause for voting at the General Meeting.

Art. 19 Liability

- 1) The association can be held liable for its liabilities up to the amount of the association assets.
- 2) Personal liability of members for the liabilities of the association is excluded.
- 3) Members whose membership expires before the Association is dissolved have no claim to the Association's assets.

VI. AMENDMENT AND DISSOLUTION OF THE STATUTES

Art. 20 Amendment

- 1) The presence of at least two-thirds of board members is required for the amendment of the statutes. A two-thirds majority of those present are required for the adoption of such a motion.
- 2) If the number of persons entitled to vote does not reach the required voter ratio, a second General Meeting must be convened within six weeks with the same agenda items. This is quorate, regardless of the number of members.

Art.21 Dissolution

In the event of the dissolution of the Association, the General Meeting shall decide on the distribution of the liquidation proceeds on the basis of at least two proposals that the Board has to present at the General meeting itself.