

## “Globethics.net Foundation“

### By-laws

The present Foundation By-Laws are issued pursuant to the Statutes.

#### I. General Dispositions

##### **Art. 1 Name, legal domicile and duration**

Name, legal domicile and duration are defined in the Statutes.

##### **Art. 2 Purpose**

<sup>1</sup> The Foundation assumes the purpose set forth in the Statutes.

<sup>2</sup> The Foundation is exclusively nonprofit in nature and shall not engage in for-profit activities. It shall utilize financial resources only for activities set forth in the Statutes as well as for the administration and infrastructure required by these activities.

##### **Art. 3 Participation and cooperation**

The Foundation may become involved in participation and cooperation as provided for in the Statutes of the Foundation.

##### **Art. 4 Endowment capital**

The Foundation’s endowment capital is donated by the founder in accordance with the Statutes.

##### **Art. 5 Oversight**

The Foundation is under the permanent supervision of the competent federal foundation supervisory authority.

#### II. Organization

##### **Art. 6 Governing bodies**

<sup>1</sup> Foundation’s governing bodies are:

- a) the Board of the Foundation
- b) the Director
- c) the Auditor.

<sup>2</sup> The participation of physical persons on a governing body shall cease at the end of a calendar year if they:

- a) have been elected to the respective body on the basis of their membership in a particular institution and are no longer member of this institution;
- b) reach the age of 70 years (the election body having the authority to grant exceptions).

<sup>3</sup> The election bodies ensure that an appropriate balance is maintained with regard to competencies, gender, world regions and religions.

#### **Art. 7 Board of the Foundation: meetings and deliberations**

<sup>1</sup> The Board shall meet as often as business requires, but at least once a year. Meetings may also take place in the form of telephone conferences and decisions made by correspondence (mail, fax, electronic mail). Such decisions must however be duly recorded in the minutes.

<sup>2</sup> Meetings are called by the Chair or, in the latter's absence, by the Vice-Chair.

<sup>3</sup> The Board attains a quorum if the majority of its members is present or express themselves by way of correspondence.

<sup>4</sup> Decisions carry with a simple majority of the members present. In the event of equality of votes, the Chair decides by casting a second vote (deciding vote).

<sup>5</sup> Items not on the agenda may only be taken up with the consent of all Board members present (this equally applies to telephone conferences). To be adopted, such decisions require a majority of the total number of Board members.

<sup>6</sup> Minutes are kept of Board deliberations and decisions. It may appoint a rapporteur for this purpose who need not be a member of the Board.

#### **Art. 8 Board of the Foundation: prerogatives**

<sup>1</sup> The Board ensures that the goals of the Foundation are pursued in accordance with the principles of Globethics.net in an effective manner.

<sup>2</sup> It discusses and decides matters of fundamental strategic importance and assumes the tasks provided for in the Statutes. In this regard it is also competent for:

- a) deciding guidelines and rules (e.g. with regard to organization, planning, fundraising, investment policy, partnerships, management, finance, expenses);
- b) deciding signatory powers;
- c) appointing commissions and workgroups of the Board of Foundation;
- d) deciding employment and salary policy.

<sup>3</sup> It decides in all other matters that do not come under the jurisdiction of another body or the supervisory authority by virtue of legislation, the statutes or the By-Laws.

**Art. 9 The Director**

<sup>1</sup> The Director is responsible for implementing the decisions of the Board pursuant to the purpose and strategy of the Foundation, as well as for the operational management of the Foundation.

<sup>2</sup> The Director assumes the duties provided for in the Statutes. In addition he/she is competent for:

- a) submissions and motions before the Board;
- b) oversight and monitoring of the implementation of decisions;
- c) reporting to the various bodies and institutions;
- d) investments within the framework of the investment guidelines;
- e) periodic information to the Board concerning the progress of business.

<sup>3</sup> The Director decides in all other matters that do not come under the jurisdiction of other bodies or supervisory authorities by virtue of legislation, the Statutes or the By-Laws.

**d) Art. 10 Auditor**

e) <sup>1</sup> The Board appoints as auditor an officially recognized fiduciary to inspect the accounts.

<sup>2</sup> The Auditor must be independent. Auditors may not be Board members or vice-versa. The Auditors should not be engaged in any other contractual relationship with the Foundation.

**Art. 11 Commissions and workgroups**

<sup>1</sup> The Board may appoint commissions of the Board or ad hoc workgroups of the Board to carry out specific tasks.

<sup>2</sup> The Director may appoint commissions of the International Secretariat or ad hoc workgroups of the International Secretariat to perform specific tasks.

<sup>3</sup> Physical persons shall cease being members of a commission or workgroup as described in para. 1 and 2 at the end of a calendar year if they:

- a) have been elected to the respective body on the basis of their membership on a particular institution and are no longer part of this institution;
- b) reach the age of 70 years (the election body having the authority to grant exceptions).

<sup>4</sup> The election body shall define the terms of reference and the duration of mandates.

<sup>5</sup> Commissions and ad hoc workgroups report on a regular basis to the competent body. They are not empowered to represent the Foundation externally, unless expressly decided otherwise.

### **III Stipulations with Regard to Assets**

#### **Art. 12 Financial resources**

<sup>1</sup> The financial resources to enable the Foundation to carry out its mission consist of the following:

- a) grants from foundations
- b) grants from public national and international organizations
- c) contributions from Club 100, a group of individual donors
- d) income generated by projects and services provided
- e) other grants from physical and legal persons
- f) income from assets.

<sup>2</sup> The governing bodies of the Foundation shall exercise the utmost due diligence in managing the Foundation's resources and assets.

#### **Art. 13 Real property and investments**

<sup>1</sup> The Foundation, in order to carry out its tasks, may acquire, build, sell, mortgage, let, lease or rent land or real estate. The Board decides the acquisition, construction or sale of such property.

<sup>2</sup> The Board decides in matters of participation in the assets of partner organizations.

### **IV Concluding and Transitional Provisions**

#### **Art 14 Amendment of the present By-laws**

<sup>1</sup> The Board may amend these By-Laws respecting the articles of the Foundation statutes.

<sup>2</sup> Amendments must receive the approval of the supervisory authority.

*Approved by the General Assembly of the Globethics.net Association  
on 19 September 2008*

\* \* \* \* \*