

# **Swiss Capacity Building Facility – Association for Income and Employment Generation**

## **Articles of Association**

Version 24. Juni 2020

	<b>I. Name and objective</b>
Name	<p><b>Article 1</b></p> <p>The</p> <p>Swiss Capacity Building Facility – Verein zur Generierung von Arbeit und Einkommen</p> <p>Swiss Capacity Building Facility – Association pour la création d’emplois et de revenus</p> <p>Swiss Capacity Building Facility – Associazione per la generazione di lavoro e di reddito)</p> <p>Swiss Capacity Building Facility – Association for Income and Employment Generation,</p> <p>hereinafter referred to as "the Association" or "the SCBF",</p> <p>is established in the legal form of an association in accordance with Article 60 et seq. of the Swiss Civil Code.</p> <p>The Association has no religious or party-political affiliation.</p>
Objectives	<p><b>Article 2</b></p> <p>The overall objectives of the Association is to optimise the scale and effectiveness of the Swiss contribution to income and employment generation as well as risk mitigation for low-income households, smallholder farmers, and micro, small and medium businesses through the broadening and deepening of inclusive financial sectors as a proven poverty alleviation strategy.</p> <p>The Association’s specific objectives are to:</p> <ol style="list-style-type: none"> <li>a) Foster the development of inclusive financial sectors that offer responsibly client-oriented and economically sustainable financial services that help reduce vulnerability and contribute to income and employment generation of low-income people (notably women), smallholder farmers, and micro, small, and medium enterprises.</li> <li>b) Pool financial expertise and resources of the private and public sector, and particularly, leverage private investments to enhance scale and effectiveness of Swiss contributions to the growth of inclusive financial services.</li> </ol> <p>The Association acts in the public interest and is non-profit oriented.</p> <p>The particular elements of the Association's objectives may be laid down in greater detail in appropriate policies and procedures.</p>

	<b>II. Membership</b>
Beginning of membership	<p><b>Article 3</b></p> <p>Membership of the SCBF is open to private and public-sector organisations that have a registered office in Switzerland and aim to socially and sustainably contribute to financial inclusion in developing and emerging economies.</p> <p>Membership applications, from organisations with a registered office in Switzerland, are submitted in writing to the Board and decided by the same. New members may be admitted at any time. Membership is conditional upon the adoption of the SCBF's objectives. New members also recognise the Articles of Association by signing a membership agreement.</p> <p><b>Article 3a</b></p> <p>The SCBF may, by way of exception, admit organisations as members that do not have a registered office in Switzerland, provided they aim to socially and sustainably develop the financial sector in developing and emerging countries, make a substantial financial contribution, and are willing to play an active part in the Association.</p> <p>Membership applications, for organisations not registered in Switzerland, are submitted in writing to the Board and decided by the General Assembly. New members may be admitted at any time. Membership is conditional upon the adoption of the SCBF's objectives. New members also recognise the Articles of Association by signing a membership agreement.</p>
Withdrawal	<p><b>Article 4</b></p> <p>Members may withdraw from the SCBF at any time, without stating reasons, subject to two months' written notice submitted to the Board Chair.</p>
Exclusion by resolution of the Board	<p><b>Article 5</b></p> <p>The Board may exclude a member with immediate effect on important grounds, specifically, if the member:</p> <ul style="list-style-type: none"> <li>• is in material breach of any of its membership obligations, or does not remedy such a breach despite receiving a written warning</li> <li>• Severely compromises, or threatens to compromise, the work of the SCBF</li> <li>• Brings the Association into disrepute</li> <li>• Becomes insolvent.</li> </ul>
Membership obligations	<p><b>Article 6</b></p> <p>Members should promote the objectives of the Association and refrain from any action that might damage the reputation or standing of the Association.</p> <p>The Board governs and coordinates the use of the Association's brand (use of its name, logo and trademark). It may delegate such coordination to the Secretariat.</p>

<p>Membership contributions</p>	<p><b>Article 7</b></p> <p>As membership contributions, members shall make their special expertise available by contributing the following number of expert days:</p> <ul style="list-style-type: none"> <li>• Organisations with at least three employees: a minimum of ten expert days per year</li> <li>• Organisations with fewer than three employees: a minimum of five expert days per year.</li> </ul> <p>The available expert days are coordinated by the SCBF Secretariat. As part of the aforementioned membership contribution, they are responsible for the following tasks:</p> <ul style="list-style-type: none"> <li>• Preparation of endorsed project applications from non-members</li> <li>• Advance review of project applications prior to submission to the Project Committee (assigned by the Secretariat)</li> <li>• Project decision-making within the Project Committee</li> <li>• Monitoring of selected projects (assigned by the Project Committee)</li> <li>• Assumption of certain administrative tasks in close coordination with the Secretariat.</li> </ul> <p>The General Assembly (GA) may decide to change membership contributions into fees. In such an event, the GA also decides the level of those fees.</p>
	<p><b>III. Funding</b></p>
<p>Funding</p>	<p><b>Article 8</b></p> <p>The SCBF's funding derives from donations from members and third parties and, where applicable, from membership fees in accordance with Article 7, para. 3. Funding is used directly to fulfil the Association's objectives and is therefore to be held in the form of current assets.</p>
	<p><b>IV. Organisation</b></p>
<p>Organisation</p>	<p><b>Article 9</b></p> <p>The governing and executive bodies of the Association are:</p> <ul style="list-style-type: none"> <li>• The General Assembly</li> <li>• The Board</li> <li>• The Project Committee</li> <li>• The Secretariat</li> <li>• The Auditors.</li> </ul> <p>The Board may establish standing or ad-hoc committees or sub-committees. It also determines their responsibility and authority.</p> <p>The Board issues the SCBF's Operational Policy and Procedures, which set out further provisions concerning the governing and executive bodies and their roles.</p>

	<b>V. General Assembly</b>
General Assembly	<p><b>Article 10</b></p> <p>The General Assembly is the supreme governing body of the SCBF.</p> <p>Each member is entitled to participate in the General Assemblies.</p>
Powers of the General Assembly	<p><b>Article 11</b></p> <p>The following areas fall within the authority of the General Assembly:</p> <ul style="list-style-type: none"> <li>• Electing the Chair and Vice-Chair for a three-year term of office in each case</li> <li>• Electing the other members of the Board</li> <li>• Appointing the Auditors</li> <li>• Supervising the Board</li> <li>• Voting to add new members, that are not registered in Switzerland</li> <li>• Voting to remove members of the Board, and the Auditors, on substantive grounds</li> <li>• Approving the audit report</li> <li>• Approving the annual report and annual financial statements</li> <li>• Where applicable, determining membership fees in accordance with Article 7, para. 3</li> <li>• Discharging the members of the Board from liability</li> <li>• Amending the Articles of Association</li> <li>• Dissolving the Association and passing resolutions on the use of any liquidation proceeds.</li> </ul>
Annual General Assembly; motions	<p><b>Article 12</b></p> <p>The Annual General Assembly is held within six months of the close of the previous financial year.</p> <p>Members must submit any motions for inclusion on the agenda to the Board of the SCBF no later than two weeks prior to the General Assembly in question.</p>
Extraordinary General Assembly	<p><b>Article 13</b></p> <p>The Chair may convene an Extraordinary General Assembly at any time, if necessary. An Extraordinary General Meeting must also be convened, if at least one fifth of members request so, in writing, stating the items for the agenda.</p>

<p>Invitation, agenda items</p>	<p><b>Article 14</b></p> <p>Members are invited to the General Assembly by letter or e-mail at least ten days in advance.</p> <p>With the unanimous consent of all members, a General Assembly may also be convened without observing the regular notice period.</p> <p>The invitation to the General Assembly is accompanied by the agenda, the member motions relating to the items on the agenda, the annual report, the annual financial statements and the Auditors' report.</p>
<p>Chair; minutes</p>	<p><b>Article 15</b></p> <p>The General Assembly is chaired by the Board Chair or, in their absence, the Board Vice-Chair. For all GAs minutes are taken and kept on file.</p>
<p>Voting; elections</p>	<p><b>Article 16</b></p> <p>Each member has one vote. Members may, by written proxy, appoint a representative to attend and vote at the General Assembly in their place. The representative must also be a member of the SCBF.</p> <p>Unless provided otherwise by the Articles of Association, elections and resolutions are carried by an absolute majority of the members who are presented or represented.</p> <p>As a rule, votes and elections are open. However, should one member so request, they may be conducted as a secret ballot.</p> <p>Votes and elections may also be conducted in writing, by letter or e-mail. Such written resolutions require the support of the absolute majority of all members in order to be valid, unless provided otherwise by the Articles of Association.</p>

	<b>VI. Board</b>
Board	<b>Article 17</b> The Board represents the Association externally and handles all business which is not reserved to other governing and executive bodies under the law, the Articles of Association, or internal regulations.
Chair; Vice-Chair	It consists of at least three members, who are elected by the General Assembly for a three-year term of office. They may be re-elected. The General Assembly elects a Chair and a Vice-Chair. The Board otherwise constitutes itself. It determines those individuals who have the authority to sign on behalf of the Association, as well as the nature of that signing authority.
Resolutions of the Board	The Board is quorate if at least half of its members are present. It passes its resolutions by an absolute majority of the members who are present. It may also pass resolutions by means of circular letter or e-mail. Resolutions are deemed to have been passed in this way if they have the support of all of the members of the Board, and no member requests verbal consultations.
Inclusion of new members	With the exception of Article 3a, the Board decides on the inclusion of new members.
Honorary function	Membership of the Board is an honorary function. As a rule, members are entitled to compensation for their actual expenses and cash expenditures only. Appropriate compensation may be paid for exceptional performance on the part of individual members of the Board.
	<b>VII. Project Committee</b>
Project Committee	<b>Article 18</b> Each member appoints one delegate to serve on the Project Committee. The members of the Project Committee must have the special expertise required to fulfil their role. The work of the members of the Project Committee is unpaid in the sense of a member contribution as defined in Article 7.  The Project Committee decides on the payment of grants to the projects that have been submitted. Such decisions are made by three members of the Project Committee, selected from among the Committee's delegates on the basis of the suitability of their particular area of expertise.  The Project Committee receives administrative support from the Secretariat.  All other aspects of the Project Committee's organisation and function are governed by the SCBF's Operational Policy and Procedures.

	<b>VIII. Secretariat</b>
Secretariat  CEO	<p><b>Article 19</b></p> <p>The Secretariat manages the operational business of the Association and implements the resolutions of the General Assembly and the Board. It provides administrative support to the Project Committee.</p> <p>The Secretariat is headed by a CEO, who leads the Secretariat and its staff.</p> <p>All other aspects of the Secretariat's organisation and function are governed by the SCBF's Operational Policy and Procedures.</p>
	<b>IX. Auditors</b>
Auditors	<p><b>Article 20</b></p> <p>The General Assembly appoints the Auditors for a three-year term. They may be re-appointed. The Auditors review the accounting practices and annual financial statements of the Association, and submit their audit report to the General Assembly. The Auditors must be a member of EXPERTsuisse. The audit is conducted as a limited audit, in accordance with the law and the relevant regulations.</p>
	<b>X. General provisions</b>
Liability	<p><b>Article 21</b></p> <p>The liabilities of the SCBF are covered by the Association's assets alone. Members bear no personal liability whatsoever in this connection.</p>
Financial year	<p><b>Article 22</b></p> <p>The financial year ends on 31 December of each year.</p>
Amendments to the Articles of Association	<p><b>Article 23</b></p> <p>Amendments to the Articles of Association are determined by the General Assembly.</p> <p>The wording of proposed amendments to the Articles of Association must be set out explicitly in the invitation to the General Assembly.</p> <p>The resolution passing any such amendments requires a majority of three-quarters of the members who are present or represented and, in the case of written resolutions (letter, e-mail), the approval of three-quarters of all members.</p>



Dissolution	<p><b>Article 24</b></p> <p>A resolution to dissolve the SCBF requires at least three-quarters of all members to be present or represented at the General Assembly. The dissolution resolution requires a majority of three-quarters of registered members.</p> <p>The Secretariat is responsible for liquidating the Association.</p> <p>All remaining assets following the dissolution are to be transferred to a Swiss-registered, tax-exempt institution which pursues the same or similar objectives as the SCBF.</p> <p>Under no circumstances will they be distributed between the members.</p>
Entry into force	<p><b>Article 25</b></p> <p>These Articles of Association were adopted by the General Assembly on 24 June 2020 and enter into force on 25 June 2020. They replace the Articles of Association dated 1 July 2016.</p>
Language versions	<p>These Articles of Association are available in both English and German. Only the German version is legally binding.</p>